



PROPERTY
CONNECT

PROPERTY CONNECT HOLDINGS LIMITED

ACN 091 320 464

NOTICE OF ANNUAL GENERAL MEETING

and

EXPLANATORY MEMORANDUM

Date of Meeting: Thursday, 30 November 2017

Time of Meeting: 11:00am

Place of Meeting: Level 26, 1 Bligh Street, Sydney NSW 2000

This Notice of Annual General Meeting and Explanatory Memorandum should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor prior to voting.

PROPERTY CONNECT HOLDINGS LIMITED

ACN 091 320 464

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of shareholders of Property Connect Holdings Limited ACN 091 320 464 (**Company**) will be held at Level 26, 1 Bligh Street, Sydney NSW 2000 at 11.00am (AEDT) on Thursday, 30 November 2017.

The Explanatory Memorandum which accompanies and forms part of this Notice of Annual General Meeting describes the various matters to be considered and contains a glossary of defined terms for terms that are not defined in full in this Notice of Annual General Meeting.

AGENDA

ANNUAL FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Annual Financial Report, the Directors' Report and Auditor's Report for the Company and its controlled entities for the period ended 30 June 2017.

RESOLUTIONS

1. Re-election of Darren Patterson as a Director

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

That for the purposes of Listing Rule 14.4 and rule 16.1 of the Constitution and for all other purposes, Darren Patterson, being a Director who retires by rotation, and being eligible, offers himself for re-election, be re-elected as a Director.

2. Re-election of Charles Tarbey as a Director

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

That Charles Tarbey, who was appointed as a director of the Company to fill a casual vacancy on 27 March 2017, retires in accordance with Listing Rule 14.4 and rule 13.2 of the Constitution and being eligible, offers himself for re-election, be re-elected as a Director.

3. Re-election of David Nolan as a Director

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

That David Nolan, who was appointed as a director of the Company to fill a casual vacancy on 10 March 2017, retires in accordance with Listing Rule 14.4 and rule 13.2 of the Constitution and being eligible, offers himself for re-election, be re-elected as a Director.

4. Approval of 10% Placement Facility

To consider, and if thought fit, to pass the following resolution as a **special resolution**:

That, for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum.

5. Ratification of issue of Shares under Placement

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

That, for the purposes of Listing Rule 7.4 and for all other purposes, Shareholders approve the ratification of the allotment and issue of 140,909,198 Shares on the terms and conditions set out in the Explanatory Memorandum.

6. Approval of issue of Shares under Proposed Placement

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

That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the allotment and issue of Shares with a value of up to \$1.5 million on the terms and conditions set out in the Explanatory Memorandum.

7. Approval of issue of Options to Wentworth Global Capital Finance Pty Limited

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

That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 15,000,000 Options to Wentworth Global Capital Finance Pty Limited ACN 155 410 843 (or its nominees) in consideration for services provided to the Company, details of which are set out in the Explanatory Memorandum.

8. Approval of issue of Options to Michael Zahn

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

That, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 3,000,000 Options to Michael Zahn (or his nominees) in consideration for services provided to the Company, details of which are set out in the Explanatory Memorandum.

9. Approval of issue of Options to Charles Tarbey

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

That, for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 20,500,000 Options to Charles Tarbey (or his nominees), details of which are set out in the Explanatory Memorandum.

10. Adoption of Remuneration Report

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

That, for the purposes of section 250R(2) of the Corporations Act 2001 (Cth) and for all other purposes, the Remuneration Report be adopted.

Note: the vote on this Resolution is advisory only and does not bind the directors of the Company. However, if 25% or more of the votes cast on this Resolution are against the Resolution, the conditional spill resolution below will be put to Shareholders for their consideration and vote.

11. Conditional Spill Resolution

If required, to consider, and if thought fit, to pass the following resolution as an **ordinary resolution**:

That, subject to and conditional upon at least 25% of the votes cast on Resolution 10 were against the adoption of the Remuneration Report:

- a. an extraordinary general meeting of the Company (**Spill Meeting**) be held within 90 days of the passing of this Resolution;*
- b. all of the directors in office when the resolution to make the Directors' Report for the financial year ended 30 June 2017 considered at the Annual General Meeting was passed (being Charles Tarbey, David Nolan and Darren Patterson) and who remain in office at the time of the Spill Meeting cease to hold office immediately before the end of the Spill Meeting; and*
- c. resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting.*

12. Other business

To consider any other business that may be properly and lawfully brought before the Annual General Meeting in accordance with the Constitution and the Corporations Act.

VOTING EXCLUSIONS

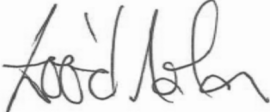
For the purposes of the Corporations Act and Listing Rule 14.11, the following voting exclusion statements apply to the Resolutions. The Company will disregard any votes on the following Resolutions cast by or on behalf of the following persons:

Resolution	Excluded parties
Resolution 1-3	N/A
Resolution 4	A person who may participate in the proposed issue and a person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed.
Resolution 5	Any person who participated in the Placement and any of their Associates.
Resolution 6	A person who may participate in the proposed issue and a person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed.
Resolution 7	Wentworth Global Capital Finance Pty Limited ACN 155 410 843 or its nominees and any of their Associates.
Resolution 8	Michael Zahn or his nominees and any of their Associates.
Resolution 9	Charles Tarbey or his nominees and any of their Associates.
Resolution 10 and 11	Members of the Key Management Personnel whose remuneration is detailed in the Remuneration Report and their closely related parties (which includes spouse, child, dependent, other family members and any controlled company).

However, the Company need not disregard a vote on a Resolution if it is cast by:

- the person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance a direction on the proxy form to vote as the proxy decides.

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read 'David Nolan', is centered within a light gray rectangular box.

David Nolan
Director
Dated: 31 October 2017

PROPERTY CONNECT HOLDINGS LIMITED

ACN 091 320 464

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be considered at the Annual General Meeting of Shareholders to be held at Level 26, 1 Bligh Street, Sydney NSW 2000 at 11.00am (AEDT) on Thursday, 30 November 2017.

The Explanatory Memorandum should be read in conjunction with the accompanying Notice of Annual General Meeting. For the assistance of Shareholders, a glossary of defined terms is included at the end of this Explanatory Memorandum.

Full details of the business to be considered at this Annual General Meeting are set out below.

Annual financial statements and reports

The Corporations Act requires that the Annual Report (which includes the Annual Financial Report, Directors' Report and Auditor's Report) be laid before the Annual General Meeting.

There is no requirement for the Shareholders to approve the Annual Report. However, Shareholders will be given an opportunity to ask questions and make comments about the Annual Report or the Company, but there will be no formal resolution submitted to the Meeting in respect of it.

Rod Shanley, as the auditor responsible for preparing the Auditor's Report for the year ended 30 June 2017 (or his representative) will attend the Meeting. The Chairman will also allow a reasonable opportunity for Shareholders to ask the auditor questions about:

- (a) the conduct of the audit;
- (b) the preparation and content of the Auditor's Report;
- (c) the accounting policies adopted by the Company in relation to the preparation of financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

To assist the Board and the auditor of the Company in responding to questions please submit any questions you may have by mail to the Company Secretary's office, Level 26, 1 Bligh Street, Sydney NSW 2000, or by email to darren.patterson@propertyconnect.com so that it is received by no later than 5.00pm (AEDT) on Thursday, 23 November 2017.

In accordance with section 250PA of the Corporations Act, at the Meeting, the Company will distribute a list setting out the questions directed to the auditor received in writing from Shareholders, being questions which the auditor considers relevant to the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report. The Chairman will allow reasonable opportunity to respond to the questions set out on this list.

1. Resolution 1 to 3 - Re-election of Directors

1.1 Resolution 1

In accordance with the Listing Rules and the Constitution, at every Annual General Meeting, one third of the Directors for the time being must retire from office and are eligible for re-election. The Directors to retire are:

- (a) those who have been in office for 3 years since their appointment or last re-appointment;

- (b) those who have been longest in office since their appointment or last re-appointment; or
- (c) if the Directors have been in office for an equal length of time, by agreement.

Darren Patterson, being eligible for re-election pursuant to the Company's Constitution, hereby offers himself for re-election.

Darren Patterson has more than 20 years' experience working with both start-up and blue-chip technology companies, spanning Australia, Europe, US and Asia. As a leading senior executive, his experience includes telecoms, IT, digital media and venture capital.

Darren Patterson's international experience has seen him hold senior business development roles with Yahoo, ECI Telecom, Energis Communications/Cable and Wireless PLC and Cisco Systems. He is an investor in a number of successful technology ventures/start-ups including Datasift where he secured investment from US venture funds.

Most recently, he was the CEO and co-founder of Australia's only regulated property investment platform, BrickX.

Darren Patterson holds an MBA from the University of Chicago, Booth School of Business and a Bachelor of Computer Science from the University of Technology, Sydney and is a graduate member of the Australian Institute of Directors.

1.2 Resolutions 2 and 3

It is a requirement under the Company's Constitution that all directors appointed to fill casual vacancies retire at the next Annual General Meeting, and if eligible for re-election offer themselves for re-election.

Charles Tarbey was appointed a Director on 27 March 2017. Charles Tarbey's professional career has included executive and director roles at Wentworth Holdings, a public company operating in the Property Management Sector.

Charles Tarbey is currently the owner and Chairman of Century 21 Australasia and has been involved in the property industry for 45 years.

David Nolan was appointed to the Board on 10 March 2017. David Nolan's career has spanned 21 years as a commercial lawyer and company director.

David Nolan has been a partner at a number of leading Sydney law firms advising Australian and international clients on all aspects of corporate law and was previously a senior advisor at the London Stock Exchange. He has advised across a diverse range of industries including retail, property, mining & resources, technology, funds management and financial services. David Nolan has valuable relationships in the advisory and regulatory community and brings a depth of transactional and corporate governance expertise.

He is currently Chairman of Camilla Australia and a Non-Executive Director of Intra Energy Group Ltd and was previously Chairman of Hastings Technology Metals Limited and a Non-Executive Director of Winmar Resources Limited, Apollo Minerals Limited and the Ian Thorpe Fountain for Youth (charity). David Nolan holds a Bachelor of Laws (Hons) and Bachelor of Arts from Bond University, Queensland.

1.3 Recommendation and undirected proxies

As regards to Resolutions 1 to 3, the Directors, with the exception of each Resolution that pertains directly to them, recommend to Shareholders that each Resolution be passed.

The Chairman intends to vote undirected proxies in favour of Resolutions 1 to 3.

2. Special Resolution 4 – Approval of 10% Placement Facility

2.1 Background

Listing Rule 7.1A permits eligible entities that have obtained the approval of shareholders by special resolution at an annual general meeting to issue an additional 10% of issued capital by way of placements over a 12 month period (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

The Company is an eligible entity (being an entity with market capitalisation of \$300 million or less and is not included in the S&P/ASX 300 index) and seeks Shareholder approval under this Resolution for the 10% Placement Facility.

This Resolution 4 is a special resolution requiring 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) to be passed.

2.2 Requirements of Listing Rule 7.1A

(a) Quoted securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing class of Equity Securities of the Company that are quoted on ASX. As at the date of this Notice, the Company's fully paid ordinary shares are quoted on ASX.

(b) Number of Equity Securities that may be issued

Listing Rule 7.1 permits the Company to issue 15% of issued capital over a 12 month period without shareholder approval. The 10% Placement Facility under Listing Rule 7.1A is in addition to the Company's 15% placement capacity under Listing Rule 7.1. The effect of Shareholders passing this Resolution is to allow the Company to issue up to 25% of its issued capital during the next 12 months without obtaining specific Shareholder approval before the placement.

The exact number of additional Equity Securities that the Company may issue under the 10% Placement Facility is not fixed but is calculated under a formula prescribed by the Listing Rules (set out below).

At the date of this Notice the Company has 721,935,732 Shares on issue. If all the Resolutions in this Notice are passed, the Company will be permitted to issue (as at the date of this Notice):

- (i) 108,290,360 Equity Securities under Listing Rule 7.1 (15% placement capacity); and
- (ii) 72,193,573 Equity Securities under Listing Rule 7.1A (10% Placement Facility).

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2.

- (c) Formula for calculating the number of equity securities that may be issued under the 10% Placement Facility

If this Resolution is passed, the Company may issue or agree to issue, during the 12 month period after this Meeting, the number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A	<p>The number of fully paid ordinary securities on issue 12 months before the issue date or date of agreement to issue:</p> <ul style="list-style-type: none"> • plus the number of fully paid ordinary securities issued in the 12 months under an exception in Listing Rule 7.2, • plus the number of partly paid ordinary securities that became fully paid in the 12 months, • plus the number of fully paid ordinary securities issued in the 12 months with approval of holders of ordinary securities under Listing Rule 7.1 or Listing Rule 7.4, • less the number of fully paid ordinary securities cancelled in the 12 months.
D	10%
E	The number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or 7.4.

2.3 Information required under the Listing Rules

- (a) Minimum price

The issue price of any Equity Security under the 10% Placement Facility will be no less than 75% of the volume weighted average price for securities in the same class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the securities are to be issued is agreed; or
- if the securities are not issued within five trading days of the date above, the date on which the securities are issued.

- (b) Risk of economic and voting dilution

If this Resolution is passed and the Company issues securities under the 10% Placement Facility, then there is a risk to existing Shareholders of economic and voting dilution including the risk that:

- the market price for Equity Securities in the same class may be significantly lower on the issue date of the new Equity Securities than on the date of this Meeting; and

- (ii) the new Equity Securities may be issued at a price that is at a discount to the market price for Equity Securities in the same class on the issue date or the new Equity Securities may be issued consideration for the acquisition of a new asset.

The table below identifies the potential dilution to existing Shareholders following the issue of Equity Securities under the 10% Placement Facility (based on the formula set out above) using different variables for the number of issued Shares and the market price of Shares. The numbers are calculated on the basis of the latest available market price of Shares before the date of this Notice and the current number of Shares on issue.

Variable A in Listing Rule 7.1A		Nominal issue price		
		\$0.002 (market price*)	\$0.001 (50% decrease in market price)	\$0.004 (100% increase in market price)
Current issued capital A = 721,935,732 Shares	Shares issued under LR 7.1A	72,193,573	72,193,573	72,193,573
	Voting dilution	10%	10%	10%
	Funds raised	\$144,387	\$72,194	\$288,774
50% increase in issued capital A = 1,082,903,598 Shares	Shares issued under LR 7.1A	108,290,360	108,290,360	108,290,360
	Voting dilution	10%	10%	10%
	Funds raised	\$216,581	\$108,290	\$433,161
100% increase in issued capital A = 1,443,871,464 Shares	Shares issued under LR 7.1A	144,387,146	144,387,146	144,387,146
	Voting dilution	10%	10%	10%
	Funds raised	\$288,774	\$144,387	\$577,549

This table has been prepared on the following assumptions:

- (i) the latest available market price of Shares as at the date of the Notice was \$0.002;
- (ii) the Company issues the maximum number of Equity Securities available under the 10% Placement Facility;
- (iii) existing Shareholders' holdings do not change from the date of this Meeting to the date of the issue under the 10% Placement Facility;
- (iv) the Company issues Shares only and does not issue other types of Equity Securities (such as options) under the 10% Placement Facility; and
- (v) the impact of placements under Listing Rule 7.1 or the exercise of options is not included in the calculations.

(c) 10% Placement Period

Equity Securities may be issued under the 10% Placement Facility at any time after the date of this Meeting until the date that is 12 months after this Meeting. The approval to the 10% Placement Facility under this Resolution will cease to be valid

in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

(d) Purposes for which Equity Securities may be issued

The Company may seek to issue Equity Securities under the 10% Placement Facility for the following purposes:

- (i) for cash consideration to fund business growth, to acquire new assets or make investments, to develop the Company's existing assets and operations and for general working capital; and
- (ii) as non-cash consideration to acquire new assets or make investments. In these circumstances, the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

(e) Allocation policy

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Facility will depend on the prevailing market conditions at the time of the proposed issue. The allottees will be determined on a case-by-case basis having regard to the factors such as:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- (ii) the effect of the issue of the new securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate and other advisors.

At the date of this Notice, the proposed allottees under the 10% Placement Facility have not been determined but may include existing substantial Shareholders, other Shareholders and/or new investors. None of the allottees will be a related party or an associate of a related party of the Company. Existing Shareholders may or may not be entitled to subscribe for Equity Securities under the 10% Placement Facility and it is possible that their shareholding will be diluted.

If the 10% Placement Facility is used to acquire new assets or investments, then it is likely that the allottees will be the vendors of these assets/investments.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities under the 10% Placement Facility.

(f) Equity Securities issued under previous placement facility approval

Shareholders approved a 10% Placement Facility at the 2016 Annual General Meeting.

The total number of Equity Securities issued in the 12 months before this Meeting is 499,041,592. These represent 337% of the total number of Equity Securities on issue at the commencement of that 12 month period.

The details for each separate issue of Equity Securities issued during the 12 months before this Meeting are set out in Schedule 1 to this Explanatory Memorandum.

(g) Voting exclusion statement

A voting exclusion statement is included in the Notice of Meeting. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of Equity Securities. No existing Shareholder's vote will therefore be excluded under the voting exclusion in the Notice of Meeting.

2.4 Recommendation and undirected proxies

The Directors recommend that Shareholders vote in favour of Resolution 4.

The Chairman intends to vote undirected proxies in favour of Resolution 4.

3. Resolution 5 – Ratification of issue of Shares under Placement

3.1 Background

As announced to ASX on 7 April 2017, the Company previously raised approximately \$1.55 million by a placement to new and existing professional and sophisticated investors (**Placement**). The funds raised under the Placement were used for the on-boarding new customer properties to the Company's LiveOffer™ product, continued expansion in the US market, sales activities and expansion into the Australian market.

Listing Rule 7.1 provides that a company must not issue Equity Securities without approval of Shareholders if the number of Equity Securities to be issued in any 12 month period exceeds 15% of the issued capital of the Company preceding the issue.

Listing Rule 7.4 sets out an exception to Listing Rule 7.1. It provides that where a company in a general meeting ratifies the previous issue of Equity Securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1), those securities will be deemed to have been made with Shareholder approval for the purpose of Listing Rule 7.1.

Resolution 5 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of 140,909,198 Shares under the Placement. By ratifying the issue of Shares under the Placement, the Company will retain the flexibility to issue Equity Securities in the future under Listing Rule 7.1 without the requirement to obtain Shareholder approval.

If Shareholders do not approve the issue of the Shares pursuant to Listing Rule 7.4, then the Shares issued pursuant to the Placement will reduce the Company's annual placement capacity.

3.2 Information for the purpose of Listing Rule 7.5

The following information is provided for the purpose of Listing Rule 7.5:

(a) Number of securities issued

140,909,198 Shares

- (b) The price at which the securities were issued
- The issue price of each Share under the Placement was \$0.011.
- (c) Terms of the securities
- The Shares are fully paid and rank pari passu in all respects with the Company's other Shares on issue.
- (d) Allottees
- Sophisticated and professional investors identified by the Company. The sophisticated and professional investors were not related parties of the Company.
- (e) Use (or intended use) of funds
- The funds were used for the on-boarding new customer properties to the Company's LiveOffer™ product, continued expansion in the US market, sales activities and expansion into the Australian market.
- (f) Voting exclusion statement
- Refer to the Notice of Meeting for details of the voting exclusion statement for the Resolution.

3.3 Recommendation and undirected proxies

The Directors recommend that Shareholders vote in favour of Resolution 5.

The Chairman intends to vote undirected proxies in favour of Resolution 5.

4. Resolution 6 – Approval of issue of Shares under Proposed Placement

4.1 Background

Resolution 6 seeks Shareholder approval for the allotment and issue of Shares with a value of up to \$1.5 million to professional and sophisticated investors (**Proposed Placement**).

The issue price per Share for the Proposed Placement will be negotiated by the Company, the Company's corporate advisor and professional and sophisticated investors on arm's length terms, and, in any event, will be at least 80% of the volume weight average market price for Shares calculated over the last 5 days on which sales in the Shares were recorded before the day on which the Proposed Placement will be made (**Placement Price**).

Listing Rule 7.1 provides that a company must not issue Equity Securities without approval of Shareholders if the number of Equity Securities to be issued in any 12 month period exceeds 15% of the issued capital of the Company preceding the issue. The effect of Resolution 6 is to allow the Company to issue the Shares pursuant to the Proposed Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's annual placement capacity pursuant to Listing Rule 7.1.

4.2 Information for the purpose of Listing Rule 7.3

The following information is provided for the purpose of Listing Rule 7.3:

- (a) Formula for calculating the number of Shares that the entity is to issue

Number of Shares = \$1,500,000 / Placement Price

- (b) Date by which securities will be issued (if applicable)

The Shares will be issued under the Proposed Placement no later than 3 months following the Annual General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

- (c) Issue price of securities

The issue price of each Share under the Proposed Placement will be the Placement Price, being at least 80% of the volume weight average market price for Shares calculated over the last 5 days on which sales in the Shares were recorded before the day on which the Proposed Placement will be made.

- (d) Allottees

Sophisticated and professional investors to be identified by the Company. The sophisticated and professional investors will not be related parties of the Company.

- (e) Terms of securities

The Shares will be fully paid and will rank pari passu in all respects with the Company's other Shares on issue.

- (f) Intended use of funds raised

The funds will be used for the continued iteration and enhancement of the Company's property technology platform in Australia and working capital. Depending upon the success of the Company's technology within the Australian market, it may also investigate entering other markets, subject to funding and other relevant circumstances at the time.

- (g) Date of allotment (if applicable)

The Shares will be issued under the Proposed Placement no later than 3 months following the Annual General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

- (h) Voting exclusion statement

Refer to the Notice of Meeting for details of the voting exclusion statement for the Resolution.

4.3 Recommendation and undirected proxies

The Directors recommend that Shareholders vote in favour of Resolution 6.

The Chairman intends to vote undirected proxies in favour of Resolution 6.

5. Resolution 7 – Approval to issue Options to Wentworth Global Capital Finance Pty Limited

5.1 Background

The Company has agreed, subject to the passing of Resolution 7, to issue 15,000,000 Options to Wentworth and its nominees (**Wentworth Options**) in consideration for services provided by Wentworth in connection with the Placement.

The Wentworth Options will be issued in accordance with the Broker Option Terms of Issue set out in Schedule 2.

In addition to the Wentworth Options, the Company has paid fees to Wentworth in connection with funds raised under the Placement on normal commercial terms.

Listing Rule 7.1 provides that a company must not issue Equity Securities without approval of Shareholders if the number of Equity Securities to be issued in any 12 month period exceeds 15% of the issued capital of the Company preceding the issue. Resolution 7 seeks approval under Listing Rule 7.1 in respect of the issue of the Wentworth Options.

5.2 Information for the purpose of Listing Rule 7.3

- (a) Maximum number of securities to be issued

15,000,000 Options

- (b) Date by which securities will be issued (if applicable)

The Wentworth Options will be issued within 5 Business Days of the Company obtaining all necessary approvals to the issue and in any event (assuming all necessary approvals are obtained), by no later than 3 months following the Annual General Meeting.

- (c) Issue price of securities

The issue price for each Wentworth Option is nil cash consideration as they will be issued in consideration for services provided by Wentworth in connection with the Placement.

- (d) Allottee

The Wentworth Options will be issued to Wentworth Global Capital Finance Pty Limited and its nominees.

- (e) Terms of securities

The Wentworth Options will be issued in accordance with the Broker Option Terms of Issue set out in Schedule 2.

- (f) Intended use of funds raised

No funds will be raised from the issue of the Wentworth Options as the Wentworth Options are being issued for nil cash consideration. Funds raised by the Company upon exercise of the Wentworth Options will be used for general working capital.

- (g) Date of allotment (if applicable)

The Wentworth Options will be issued within 5 Business Days of the Company obtaining all necessary approvals to the issue, and in any event (assuming all necessary approvals are obtained) by no later than 3 months following the Annual General Meeting.

- (h) Voting exclusion statement

Refer to the Notice of Meeting for details of the voting exclusion statement for this Resolution.

5.3 Recommendation and undirected proxies

The Directors recommend that Shareholders vote in favour of Resolution 7.

The Chairman intends to vote undirected proxies in favour of Resolution 7.

6. Resolution 8 – Approval to issue Options to Michael Zahn

6.1 Background

The Company has agreed, subject to the passing of Resolution 8, to issue 3,000,000 Options to Michael Zahn or his nominees (**Zahn Options**) in consideration for services provided by Michael Zahn in connection with facilitating introductions and securing a technology trial and licensing agreement with real estate network/s or partnerships with an organisation that may hold value to the Company (**Zahn Services**).

The Zahn Options will be issued in accordance with the Zahn Option Terms of Issue set out in Schedule 3.

In addition to the Zahn Options, the Company has paid fees to Zahn (or his Related Party) in connection with services provided by Zahn to the Company, including the Zahn Services, on normal commercial terms.

Listing Rule 7.1 provides that a company must not issue Equity Securities without approval of Shareholders if the number of Equity Securities to be issued in any 12 month period exceeds 15% of the issued capital of the Company preceding the issue. Resolution 8 seeks approval under Listing Rule 7.1 in respect of the issue of the Zahn Options.

6.2 Information for the purpose of Listing Rule 7.3

- (a) Maximum number of securities to be issued

3,000,000 Options

- (b) Date by which securities will be issued (if applicable)

The Zahn Options will be issued within 5 Business Days of the Company obtaining all necessary approvals to the issue and in any event (assuming all necessary approvals are obtained), by no later than 3 months following the Annual General Meeting.

- (c) Issue price of securities

The issue price for each Zahn Option is nil cash consideration as they will be issued in consideration for the Zahn Services.

- (d) Allottee
- The Zahn Options will be issued to Michael Zahn or his nominees.
- (e) Terms of securities
- The Zahn Options will be issued in accordance with the Zahn Option Terms of Issue set out in Schedule 3.
- (f) Intended use of funds raised
- No funds will be raised from the issue of the Zahn Options as the Zahn Options are being issued for nil cash consideration. Funds raised by the Company upon exercise of the Zahn Options will be used for general working capital.
- (g) Date of allotment (if applicable)
- The Zahn Options will be issued within 5 Business Days of the Company obtaining all necessary approvals to the issue, and in any event (assuming all necessary approvals are obtained) by no later than 3 months following the Annual General Meeting.
- (h) Voting exclusion statement
- Refer to the Notice of Meeting for details of the voting exclusion statement for this Resolution.

6.3 Recommendation and undirected proxies

The Directors recommend that Shareholders vote in favour of Resolution 8.

The Chairman intends to vote undirected proxies in favour of Resolution 8.

7. Resolution 9– Approval to issue Options to Charles Tarbey

7.1 Background

The Company has agreed, subject to the passing of Resolution 9, to issue 20,500,000 Options (**Tarbey Options**) to Charles Tarbey, or his nominees. Charles Tarbey, or his nominees, is a Related Party.

10,500,000 Tarbey Options (**Tarbey Tranche A**) will be issued in accordance with the Tarbey Option Terms of Issue – Tranche A set out in Part A of Schedule 4. 10,000,000 Tarbey Options (**Tarbey Tranche B**) will be issued in accordance with the Tarbey Option Terms of Issue – Tranche B set out in Part B of Schedule 4.

7.2 Chapter 2E of the Corporations Act

For a public company, or an entity that a public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- give the benefit within 15 months of such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the Tarbey Options to Charles Tarbey or his nominees under Resolution 9 constitutes giving a financial benefit to a related party.

The Directors, other than Charles Tarbey (given his material personal interest in Resolution 9), consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Tarbey Options under Resolution 9 because the financial benefit is, in accordance with section 211(1) of the Corporations Act:

- remuneration to a Related Party as an officer of a public company; and
- reasonable given:
 - the circumstances of the public company or entity giving the remuneration; and
 - the Related Party's circumstances (including the responsibilities involved in the office).

The Directors (other than Charles Tarbey given his material personal interest in Resolution 9) have determined that section 211(1) of the Corporations Act applies to the Tarbey Options given the terms and conditions of the Tarbey Options and the need for the Company to preserve its cash resources while also providing appropriate remuneration and incentive to Charles Tarbey to execute the Company's strategy.

Further, the Company has sought an independent valuation of the Tarbey Options from its corporate advisor. The method used to value the options was the Black-Scholes Model.

The data relied upon in the valuation applying the Black-Scholes Model was:

- an exercise price of Tarbey Tranche A being \$0.025 and an exercise price of Tarbey Tranche B being \$0.035;
- a market price of Shares of \$0.002, being the closing price of the Shares prior to the valuation on 20 October 2017;
- an exercise period of 24 months from the date of issue for Tarbey Tranche A and an exercise period of 36 months from the date of issue for Tarbey Tranche B;
- a risk free interest rate of 1.5%; and
- annualised volatility of 125%.

Based on the valuation, the Company has adopted an indicative value for the Tarbey Options of zero.

7.3 Listing Rule 10.11

Listing Rule 10.11 requires the approval of holders or ordinary securities to be obtained where an entity issues, or agrees to issue, securities to a Related Party or to a person whose relationship with the entity is, in ASX's option, such that approval should be obtained.

Certain exemptions to Listing Rule 10.11 are set out in Listing Rule 10.12, none of which permits the issue of the Tarbey Options to Charles Tarbey as set out above without first obtaining Shareholder approval.

Accordingly, the effect of Resolution 9 is to permit the Company to issue the Tarbey Options to Charles Tarbey as described above in compliance with Listing Rule 10.11.

7.4 Information required by Listing Rule 10.13

(a) Name of the person

The Tarbey Options will be issued to Charles Tarbey or his nominees.

(b) Maximum number of securities to be issued

20,500,000 Options will be issued to Charles Tarbey.

(c) Date by which securities will be issued (if applicable)

The Tarbey Options will be issued within 5 Business Days of the Company obtaining all necessary approvals to the issue and in any event (assuming all necessary approvals are obtained), by no later than 1 month following the Annual General Meeting.

(d) Nominees

In the event that Charles Tarbey instructs the Company to issue the Tarbey Options to a nominee, such nominee will be a Related Party of Charles Tarbey and approval under Listing Rule 10.11 will be required.

(e) Issue price of securities

The issue price for each Tarbey Option is nil cash consideration as they will be issued in consideration for services provided, or to be provided, by Charles Tarbey to the Company.

(f) Terms of securities

Tarbey Tranche A will be issued in accordance with the Tarbey Option Terms of Issue – Tranche A set out in Part A of Schedule 4. Tarbey Tranche B will be issued in accordance with the Tarbey Option Terms of Issue – Tranche B set out in Part B of Schedule 4.

(g) Intended use of funds raised

No funds will be raised from the issue of the Tarbey Options as the Tarbey Options are being issued for nil cash consideration. Funds raised by the Company upon exercise of the Tarbey Options will be used for general working capital.

(h) Voting exclusion statement

Refer to the Notice of Meeting for details of the voting exclusion statement for the Resolutions.

Approval under Listing Rule 7.1 is not required for the issue of Tarbey Options under Resolution 9 as approval is being obtained under Listing Rule 10.11. Accordingly, the issue of the Tarbey Options to Charles Tarbey or his nominees will not be included in the use of the Company's annual placement capacity pursuant to Listing Rule 7.1.

7.5 Recommendation and undirected proxies

The Directors do not give a recommendation in relation to Resolution 9.

The Chairman intends to vote undirected proxies in favour of Resolution 9.

8. Resolution 10 - Adoption of Remuneration Report

A resolution for the adoption of the Remuneration Report is required to be considered and voted on in accordance with the Corporations Act.

The Remuneration Report details the Company's policy on the remuneration of non-executive directors, the CEO and other senior executives and is set out in the Annual Report, which is available at <http://www.propertyconnect.com/investorcentre>.

At the 2016 AGM, 63% of Shareholders voted to approve the adoption of the remuneration report of the Company for the financial year ended 30 June 2016. The Company did not receive any specific feedback at the 2016 AGM regarding its remuneration practices.

The Directors of the Company at 30 June 2017 have replaced all the Directors of the Company as at 30 June 2016. The Directors have resolved to, and continue to, not receive any director's fees until the Company has completed its next capital raising. Further, in June 2017 the Company decided to discontinue operations in the US for the short term, due to limited traction, and instead to focus on completing the product for the Australian market to align revenues and costs. This resulted in the Company saving significant costs in relation to salaries for senior executives. On the basis, the Directors believe that the Remuneration Report is in the best interests of the Company.

The vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company. However, if 25% or more of the votes cast on Resolution 10 are against the adoption of the Remuneration Report, Resolution 11 will be put to the Meeting.

The Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

Shareholders will be given the opportunity to ask questions and to make comments on the Remuneration Report.

9. Resolution 11 – Conditional Spill Resolution

This Resolution is a conditional resolution. It will only be put to the Meeting if 25% or more of the votes cast on Resolution 10 are against the adoption of the Remuneration Report (i.e. the Company receives a "second strike").

If this Resolution 11 is put to the Meeting and is passed, then it will be necessary for the Board to convene an extraordinary general meeting of the Company (**Spill Meeting**) within 90 days of the date of the date of the Annual General Meeting in order to consider the composition of the Board. If a Spill Meeting is required, the date of the meeting will be notified to Shareholders in due course.

If a Spill Meeting is held, the following directors will automatically vacate office at the conclusion of the Spill Meeting unless they are willing to stand for re-election and are re-elected at that meeting:

- Charles Tarbey;
- Darren Patterson; and

- David Nolan.

Even if these Directors are re-elected at the Annual General Meeting, they will still need to be re-elected at the Spill Meeting to remain in office following the Spill Meeting.

The Directors recommend that Shareholders vote **against** Resolution 11 if it is put to the meeting.

GLOSSARY OF TERMS

In the Notice of Meeting and in this Explanatory Memorandum the following expressions have the following meanings:

10% Placement Facility has the meaning given in section 2.1 of this Explanatory Memorandum.

AEDT means Australian Eastern Daylight Savings Time.

ASIC means the Australian Securities and Investment Commission.

Associate has the meaning given in Division 2 of Part 1.2 of the Corporations Act.

ASX means ASX Limited, or the securities exchange conducted by ASX, as the context requires

Annual Report means the Company's Annual Report including the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2017.

Auditor's Report means the independent auditor's report contained in the Annual Report.

Broker Option Terms of Issue means the terms of issue of the Wentworth Options, as set out in Schedule 2 of this Explanatory Memorandum.

Board means the Board of Directors of the Company.

Business Day means a day (not being a Saturday, Sunday or public holiday) on which Australian banks (as defined in section 9 of the Corporations Act) are open for general banking business in Sydney, New South Wales.

Chair or **Chairman** means the chair of the Annual General Meeting.

Company or **PCH** means Property Connect Holdings Limited ACN 091 320 464.

Constitution means the Company's constitution from time to time.

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

Directors means the directors of the Company from time to time.

Directors' Report means the directors' report contained in the Annual Report.

Equity Securities has the meaning given in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum that accompanies and forms part of this Notice.

Key Management Personnel means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules means the Listing Rules of ASX.

Meeting or **Annual General Meeting** means the annual general meeting of Shareholders of the Company convened by this Notice.

Notice or **Notice of Annual General Meeting** means the notice of annual general meeting which accompanies this Explanatory Memorandum.

Option means an option to subscribe for a Share.

Placement has the meaning given in section 3.1 of this Explanatory Memorandum.

Placement Price has the meaning given in section 4.1 of this Explanatory Memorandum.

Proposed Placement has the meaning given in section 4.1 of this Explanatory Memorandum.

Related Party has the meaning given in the Listing Rules.

Remuneration Report means the remuneration report contained in the Annual Report.

Resolution means a resolution referred to in the Notice.

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

Shareholder means a holder of a Share.

Spill Meeting has the meaning given in section 9 of this Explanatory Memorandum.

Tarbey Option Terms of Issue – Tranche A means the terms of issue of Tarbey Tranche A, as set out in Part A of Schedule 4 of this Explanatory Memorandum.

Tarbey Option Terms of Issue – Tranche B means the terms of issue of Tarbey Tranche B, as set out in Part B of Schedule 4 of this Explanatory Memorandum.

Tarbey Options has the meaning given in section 7.1 of this Explanatory Memorandum.

Tarbey Tranche A has the meaning given in section 7.1 of this Explanatory Memorandum.

Tarbey Tranche B has the meaning given in section 7.1 of this Explanatory Memorandum.

Wentworth means Wentworth Global Capital Finance Pty Limited ACN 155 410 843.

Wentworth Options has the meaning given in section 5.1 of this Explanatory Memorandum.

Zahn Option Terms of the Issue means the terms of issue of the Zahn Options, as set out in Schedule 3 of this Explanatory Memorandum.

Zahn Options has the meaning given in section 6.1 of this Explanatory Memorandum.

Zahn Services has the meaning given in section 6.1 of this Explanatory Memorandum.

Schedule 1 – Equity Securities issued in the 12 months prior to Annual General Meeting

Date of issue	Equity Securities issued	Person	Issue price (deemed issue price) per Share	Total cash consideration	Use of funds	Non-cash consideration
12/4/17	140,909,198 Shares	Professional and sophisticated investors	\$0.011 per Share	Approximately \$1.55 million	Platform development, US expansion, Australian pilot and general working capital	N/A
10/3/17	35,000,000 Options	Wentworth	N/A	N/A	N/A	Consideration for services provided and to be provided by Wentworth
6/1/17	333,333,333 Shares	Professional and sophisticated investors, including Darren Patterson	\$0.006 per Share	Approximately \$2 million	Product development and US expansion	N/A
6/1/17	12,000,000 Options	Timothy Manson and Darren Patterson	N/A	N/A	N/A	Consideration for services provided and to be provided by Timothy Manson and Darren Patterson

Schedule 2 – Broker Option Terms of Issue

The Broker Options entitle the holder (**Optionholder**) to subscribe for fully paid ordinary shares in the capital of Property Connect Holdings Limited ACN 091 320 464 (**Company**) on the following terms and conditions:

- a) Subject to k), each Option gives the Optionholder the right to subscribe for one fully paid ordinary share in the capital of the Company (**Share**).
 - b) The Options will expire at 5.00pm (Sydney time) on the date which is 2 years after the date of issue of the Options (**Expiry Date**). Any Options not exercised before the Expiry Date will automatically lapse on the Expiry Date.
 - c) The amount payable upon exercise of each Option will be \$0.025 (**Exercise Price**).
 - d) The Options held by the Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
 - e) An Optionholder may exercise their Options by lodging with the Company, before the Expiry Date:
 - a. a written notice of exercise of Options specifying the number of Options being exercised; and
 - b. a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised,
- (**Exercise Notice**).
- f) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
 - g) Within 2 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
 - h) The Options are transferable.
 - i) All Shares allotted upon the exercise of the Options will upon allotment rank pari passu in all respects with other Shares.
 - j) The Company will not apply for quotation of the Options on ASX. However, the Company will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 2 Business Days after the date of allotment of those Shares.
 - k) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.
 - l) There are no participating rights or entitlements inherent to the Options and the Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining the entitlements to any such issue, the record date will be at least 6 Business Days after the issue is announced. This will give Optionholders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

- m) Subject to clause k), an Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.

In this document, the following definitions apply, unless the context otherwise requires:

ASX means ASX Limited ACN 008 624 691 or the securities exchange which it operates, as the context requires.

Listing Rules means the official listing rules of the ASX.

Board means the Board of Directors of the Company.

Business Days means a day that is not a Saturday, Sunday, bank holiday or public holiday in Sydney, Australia.

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

Option means an option in the capital of the Company on the terms and conditions set out in this document.

Schedule 3 – Zahn Option Terms of Issue

The Zahn Options entitle the holder (**Optionholder**) to subscribe for fully paid ordinary shares in the capital of Property Connect Holdings Limited ACN 091 320 464 (**Company**) on the following terms and conditions:

- a) Subject to b) and l), each Option gives the Optionholder the right to subscribe for one fully paid ordinary share in the capital of the Company (**Share**).
 - b) The Options held by the Optionholder (**Total Options**) are not capable of being exercised until:
 - a. after the date which is 12 months after the date of issue of the Options; and
 - b. the Milestone is satisfied.
 - c) The Options will expire at 5.00pm (Sydney time) on the date which is 2 years after the date of issue of the Options (**Expiry Date**). Any Options not exercised before the Expiry Date will automatically lapse on the Expiry Date.
 - d) The amount payable upon exercise of each Option will be \$0.025 (**Exercise Price**).
 - e) The Options held by the Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
 - f) An Optionholder may exercise their Options by lodging with the Company, before the Expiry Date:
 - a. a written notice of exercise of Options specifying the number of Options being exercised; and
 - b. a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised,
- (**Exercise Notice**).
- g) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
 - h) Within 2 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
 - i) The Options are transferable.
 - j) All Shares allotted upon the exercise of the Options will upon allotment rank pari passu in all respects with other Shares.
 - k) The Company will not apply for quotation of the Options on ASX. However, the Company will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 2 Business Days after the date of allotment of those Shares.
 - l) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

- m) There are no participating rights or entitlements inherent to the Options and the Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining the entitlements to any such issue, the record date will be at least 6 Business Days after the issue is announced. This will give Optionholders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
- n) Subject to clause l), an Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.

In this document, the following definitions apply, unless the context otherwise requires:

ASX means ASX Limited ACN 008 624 691 or the securities exchange which it operates, as the context requires.

Listing Rules means the official listing rules of the ASX.

Board means the Board of Directors of the Company.

Business Days means a day that is not a Saturday, Sunday, bank holiday or public holiday in Sydney, Australia.

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

Milestone means the Company securing a technology trial and a licensing agreement with a high value real estate network(s) introduced to the Company by Zahn.

Option means an option in the capital of the Company on the terms and conditions set out in this document.

Schedule 4 – Tarbey Option Terms of Issue

Part A – Tranche A

The Options entitle the holder (**Optionholder**) to subscribe for fully paid ordinary shares in the capital of Property Connect Holdings Limited ACN 091 320 464 (**Company**) on the following terms and conditions:

- a) Subject to b) and l), each Option gives the Optionholder the right to subscribe for one fully paid ordinary share in the capital of the Company (**Share**).
- b) The Options held by the Optionholder are not capable of being exercised unless the Milestone is satisfied.
- c) The Options will expire at 5.00pm (Sydney time) on the date which is 2 years after the date of issue of the Options (**Expiry Date**). Any Options not exercised before the Expiry Date will automatically lapse on the Expiry Date.
- d) The amount payable upon exercise of each Option will be \$0.025 (**Exercise Price**).
- e) The Options held by the Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
- f) An Optionholder may exercise their Options by lodging with the Company, before the Expiry Date:
 - a. a written notice of exercise of Options specifying the number of Options being exercised; and
 - b. a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised,

(**Exercise Notice**).

- g) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- h) Within 2 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
- i) The Options are transferable subject to the approval of the Board (such approval not to be unreasonably withheld).
- j) All Shares allotted upon the exercise of the Options will upon allotment rank pari passu in all respects with other Shares.
- k) The Company will not apply for quotation of the Options on ASX. However, the Company will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 2 Business Days after the date of allotment of those Shares.
- l) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

- m) There are no participating rights or entitlements inherent to the Options and the Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining the entitlements to any such issue, the record date will be at least 6 Business Days after the issue is announced. This will give Optionholders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
- n) Subject to clause l), an Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.

In this document, the following definitions apply, unless the context otherwise requires:

ASX means ASX Limited ACN 008 624 691 or the securities exchange which it operates, as the context requires.

Listing Rules means the official listing rules of the ASX.

Business Days means a day that is not a Saturday, Sunday, bank holiday or public holiday in Sydney, Australia.

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

Milestone means Charles Tarbey being a director of the Company at the date which is 12 months after the date of issue of the Options.

Option means an option in the capital of the Company on the terms and conditions set out in this document.

Part B – Tranche B

The Options entitle the holder (**Optionholder**) to subscribe for fully paid ordinary shares in the capital of Property Connect Holdings Limited ACN 091 320 464 (**Company**) on the following terms and conditions:

- a) Subject to b) and l), each Option gives the Optionholder the right to subscribe for one fully paid ordinary share in the capital of the Company (**Share**).
 - b) The Options held by the Optionholder are not capable of being exercised unless the Milestone is satisfied.
 - c) The Options will expire at 5.00pm (Sydney time) on the date which is 3 years after the date of issue of the Options (**Expiry Date**). Any Options not exercised before the Expiry Date will automatically lapse on the Expiry Date.
 - d) The amount payable upon exercise of each Option will be \$0.035 (**Exercise Price**).
 - e) The Options held by the Optionholder may be exercised in whole or in part, and if exercised in part, multiples of 1,000 must be exercised on each occasion.
 - f) An Optionholder may exercise their Options by lodging with the Company, before the Expiry Date:
 - a. a written notice of exercise of Options specifying the number of Options being exercised; and
 - b. a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised,
- (**Exercise Notice**).
- g) An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
 - h) Within 2 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
 - i) The Options are transferable subject to the approval of the Board (such approval not to be unreasonably withheld).
 - j) All Shares allotted upon the exercise of the Options will upon allotment rank pari passu in all respects with other Shares.
 - k) The Company will not apply for quotation of the Options on ASX. However, the Company will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 2 Business Days after the date of allotment of those Shares.
 - l) If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

- m) There are no participating rights or entitlements inherent to the Options and the Optionholders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining the entitlements to any such issue, the record date will be at least 6 Business Days after the issue is announced. This will give Optionholders the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.
- n) Subject to clause l), an Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised.

In this document, the following definitions apply, unless the context otherwise requires:

ASX means ASX Limited ACN 008 624 691 or the securities exchange which it operates, as the context requires.

Listing Rules means the official listing rules of the ASX.

Business Days means a day that is not a Saturday, Sunday, bank holiday or public holiday in Sydney, Australia.

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

Licensee means an entity associated with the Optionholder, which is to enter into a licence agreement with the Company in relation to the Milestone.

LiveOffer™ means the software application and platform owned by the Company under which potential tenants can negotiate offers on rental properties.

Milestone means the completion of “live offers” for 500 properties on LiveOffer in Australia by the Licensee, as measured by PCH’s internal reporting of completed transactions.

Option means an option in the capital of the Company on the terms and conditions set out in this document.

PROXY AND VOTING ENTITLEMENT INSTRUCTIONS

PROXY INSTRUCTIONS

Shareholders are entitled to appoint up to two individuals or bodies corporate to act as proxies to attend and vote on their behalf. Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the Shareholder's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes.

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 or sent by facsimile transmission to the Company's share registry, Computershare Limited:

By mail: Computershare Investor Services Pty Limited, GPO Box 242 Melbourne, Victoria 3001 Australia; or

By fax: 1800 783 447 (within Australia) and +61 3 9473 2555 (outside Australia),

not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual or body corporate named in the proxy form proposes to vote.

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 may, but need not, be a Shareholder of the Company.

In the case of Shares jointly held by two or more persons, all joint holders must sign the proxy form.

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 (AEDT) on Tuesday, 28 November 2017. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

QUESTIONS FROM SHAREHOLDERS

At the Meeting the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management of the Company and the Remuneration Report.

Rod Shanley, as the auditor responsible for preparing the Auditor's Report for the year ended 30 June 2017 (or his representative) will attend the Meeting. The Chairman will also allow a reasonable opportunity for Shareholders to ask the auditor questions about:

- (a) the conduct of the audit;
- (b) the preparation and content of the Auditor's Report;
- (c) the accounting policies adopted by the Company in relation to the preparation of financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

To assist the Board and the auditor of the Company in responding to questions please submit any questions you may have by mail to the Company Secretary's office, Level 26, 1 Bligh Street, Sydney NSW 2000, or by email to darren.patterson@propertyconnect.com so that it is received by no later than 5.00pm (AEDT) on Thursday, 23 November 2017.

In accordance with section 250PA of the Corporations Act, at the Meeting, the Company will distribute a list setting out the questions directed to the auditor received in writing from Shareholders, being questions which the auditor considers relevant to the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report. The Chairman will allow reasonable opportunity to respond to the questions set out on this list.



PROPERTY
CONNECT

ABN 27 091 320 464

PCH

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

XX

For your vote to be effective it must be received by 11.00am (Sydney time) on Tuesday, 28 November 2017

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com



Review your securityholding



Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



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Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Property Connect Holdings Limited hereby appoint

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the Chairman
of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Property Connect Holdings Limited to be held at Level 26, 1 Bligh Street, Sydney NSW 2000 on Thursday, 30 November 2017 at 11:00am and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 10 and 11 (except where I/we have indicated a different voting intention below) even though Items 10 and 11 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

The Chairman of the Meeting intends to vote undirected proxies in favour of each Item of business with the exception of Item 11 where the Chairman of the Meeting intends to vote against.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 10 and 11 by marking the appropriate box in step 2 below.

STEP 2 Items of Business



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

	For	Against	Abstain		For	Against	Abstain
1. Re-election of Darren Patterson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Charles Tarbey as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11. Conditional Spill Resolution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of David Nolan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4. Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5. Ratification of issue of Shares under Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6. Approval of issue of Shares under Proposed Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7. Approval of issue of Options to Wentworth Global Capital Finance Pty Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8. Approval of issue of Options to Michael Zahn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
9. Approval of issue of Options to Charles Tarbey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business with the exception of Item 11 where the Chairman of the Meeting intends to vote against. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date ____/____/____

PCH

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