

ASX ANNOUNCEMENT

1 April 2019

Receipt of Notice under Section 249D of the Corporations Act

Tikforce Limited ((ASX: TKF), “TikForce” or “the Company”) advises that it has received a request under Section 249D of the Corporations Act 2001 (Cth) (**Corporations Act**) to call a general meeting of the Company (**Meeting**) for the purpose of appointing a Director to the Board, and removing one Director from the Board (**Request**).

The request was made by:

- Alignment Capital Pty Ltd (ACN 167 124 754) in respect of 6,666,667 shares held in the Company as at 29 March 2019;
- EZR Systems Pty Ltd (ACN 116 501 583) in respect of 3,165,000 shares held in the Company as at 29 March 2019;
- Valplan Pty Ltd <Troy R Valentine Fam S/F A/C> (ACN 135 296 169) in respect of 2,400,000 shares held in the Company as at 29 March 2019;
- Cityside Investments Pty Ltd (ACN 112 375 354) in respect of 2,500,000 shares held in the Company as at 29 March 2019; and
- Union Square Capital Pty Ltd <Endeavor A/C> (ACN 623 228 268) in respect of 4,000,000 shares held in the Company as at 29 March 2019;
(together, **Requisitioning Shareholders**).

The Requisitioning Shareholders hold in excess of 5% of the votes that may be cast at a general meeting.

The Company will be required to convene a Meeting pursuant to the Request and the Corporations Act within 21 days after the date on which the Request was received, and to convene the Meeting within 2 months from the date of receipt.

Proposed Resolutions:

Resolution 1.

Appointment of director – Mr Andrew Houtas

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

“Pursuant to and in accordance with the Company’s constitution and for all other purposes, Andrew Houtas, having consented to act as a director of the Company, be appointed as a director of the Company with effect from the conclusion of the meeting.”

Resolution 2.

Removal of director – Mr Stuart Usher

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

“Pursuant to and in accordance with section 203D of the Corporations Act and the Company’s constitution, Stuart Usher be removed as a director of the Company with effect from the conclusion of the meeting.”

Resolution 3.

Removal of director – Removal of other directors

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

“Pursuant to and in accordance with section 203D of the Corporations Act and the Company’s constitution and subject to the passing of any or all of Resolutions 1 and 2, any person appointed as a director of the Company between 28 March 2019 and the time of commencement of this meeting of members be removed as a director of the Company with effect from the conclusion of the meeting.”

The Company notes that Andrew Houtas, who is the proposed director put forward in Resolution 1 was removed by shareholders at a shareholder meeting held on 20 August 2018 where 52.6% of the issued capital voted for his removal.

Mr Houtas was again nominated by the Requisitioning members in a S249D notice, that was voted by shareholders at a shareholder meeting held on 21 January 2019, where 51.6% of the issued capital voted against his appointment with only 0.12% voting for his appointment.

For and on behalf of Tikforce Limited



Stuart Usher

Company Secretary

