

**CrowdSpark Ltd ACN 078 661 444
(Subject to Deed of Company
Arrangement)**

**Notice of General Meeting and
Explanatory Memorandum**

Date of Meeting

Friday 11 January 2019

Time of Meeting

10am (AEDT)

Place of Meeting

Level 5, Chifley Tower
2 Chifley Square
Sydney NSW 2000

IMPORTANT NOTE: IN CONSIDERING THE MATTERS IN THIS NOTICE OF MEETING, SHAREHOLDERS SHOULD BEAR IN MIND THE CURRENT FINANCIAL CIRCUMSTANCES OF THE COMPANY. IF SHAREHOLDERS DO NOT APPROVE THE RECAPITALISATION RESOLUTIONS (BEING RESOLUTIONS 1, 2 AND 3) AND THE RECAPITALISATION PROPOSAL DOES NOT PROCEED, THE DEED OF COMPANY ARRANGEMENT WILL EITHER BE TERMINATED OR VARIED WHICH MAY RESULT IN THE COMPANY BEING LIQUIDATED.

A Proxy Form is enclosed

Please read this Notice of General Meeting and Explanatory Memorandum carefully.

If you are unable to attend the General Meeting, please complete and return the enclosed Proxy Form in accordance with the specified directions.

Crowdspark Limited (Subject to Deed of Company Arrangement)

ACN 078 661 444

Notice of General Meeting

NOTICE IS GIVEN that a General Meeting of Shareholders of CrowdSpark Ltd ACN 078 661 444 (Subject to Deed of Company Arrangement) will be held at Level 5, Chifley Tower, 2 Chifley Square, Sydney NSW 2000, Australia on Friday 11 January 2019 at 10am (AEDT) for the purpose of transacting the business referred to in this Notice of General Meeting.

An Explanatory Memorandum containing information in relation to each of the following Resolutions accompanies this Notice. Terms used in the Resolutions contained in this Notice have the meaning given to them in the glossary in the Explanatory Memorandum.

IMPORTANT: Shareholders should note that the Recapitalisation Resolutions (being Resolutions 1, 2 and 3) must be passed for the Recapitalisation Proposal to proceed. If the Recapitalisation Resolutions are not passed and the Recapitalisation Proposal does not proceed, the DOCA will either be terminated or varied which may result in the Company being liquidated.

Neither the Deed Administrators, their professional advisers, KordaMentha Pty Ltd nor their respective partners, agents or employees are responsible for the contents of this Notice or the Explanatory Memorandum. The Deed Administrators do not accept any responsibility for any disclosure in, or failure to include any disclosure, in this Notice and the Explanatory Memorandum.

The information in this Notice and the Explanatory Memorandum has not been reviewed or verified independently by the Deed Administrators, their professional advisers, KordaMentha Pty Ltd or their respective partners, agents or employees, each of whom expressly disclaim responsibility and liability for the accuracy and completeness of the information in this Notice and the Explanatory Memorandum.

Agenda

Consolidation of capital

Resolution 1 – Consolidation of capital

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

"That, subject to each of the other Recapitalisation Resolutions being passed, for the purpose of section 254H of the Corporations Act and for all other purposes, with effect from the date this Resolution is passed (or such other date that is notified to the ASX by the Company), approval is given for the Company to consolidate its issued capital on the basis that:

- (a) the then issued capital of the Company be consolidated on the basis that every 10 fully paid ordinary shares in the capital of the Company be consolidated into one fully paid ordinary share;*
- (b) the Options on issue be adjusted in accordance with Listing Rule 7.22.1;*
- (c) where the number of securities held by a member of the Company as a result of the consolidation effected by paragraph (a), (b) or (c) of this Resolution includes any fraction of a security, the Company be authorised to round that fraction down to the nearest whole security."*

Note: Resolution 1 is a Recapitalisation Resolution.

Placement

Resolution 2 – Approval to issue Placement Shares and Placement Options

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

"That, subject to each of the other Recapitalisation Resolutions being passed, for the purposes of Listing Rule 7.1 and all other purposes, Shareholders approve the issue on a post-Consolidation basis of up to:

- (a) 45,000,000 Placement Shares at an issue price of \$0.02 per Placement Share; and*
- (b) 45,000,000 free attaching Placement Options each with an exercise price of \$0.03 and an expiry date that is the earlier of: (i) three years from the date the Company is re-admitted to the Official List of ASX; and (ii) six years from the date of issue,*

on the terms and conditions set out in the Explanatory Memorandum (including Annexure A)."

Note: Resolution 2 is a Recapitalisation Resolution.

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) or an Associate of those persons, and any person who is excluded from casting votes on Resolution 3. However, the Company need not disregard a vote if:

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

Advisor Shares

Resolution 3 – Approval to issue Advisor Shares

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

"That, subject to each of the other Recapitalisation Resolutions being passed, for the purposes of Listing Rule 7.1 and all other purposes, Shareholders approve the issue on a post-Consolidation basis of up to 50,000,000 Advisor Shares on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) or an Associate of those persons, and any person who is excluded from casting votes on Resolution 2. However, the Company need not disregard a vote if:

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

Note: Resolution 3 is a Recapitalisation Resolution.

Election of Directors

Resolution 4 – Election of Kyla Garic as a Director

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

"That, subject to the Recapitalisation Resolutions being passed, for the purposes of Rule 14.3 of the Constitution and for all other purposes Kyla Garic be elected as a director of the Company with effect from

effectuation of the DOCA."

Resolution 5 – Election of Matthew Worner as a Director

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

"That, subject to the Recapitalisation Resolutions being passed, for the purposes of Rule 14.3 of the Constitution and for all other purposes Matthew Worner be elected as a director of the Company with effect from effectuation of the DOCA."

Resolution 6 – Election of Yu Hin Eugene Tse as a Director

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

"That, subject to the Recapitalisation Resolutions being passed, for the purposes of Rule 14.3 of the Constitution and for all other purposes Yu Hin Eugene Tse be elected as a director of the Company with effect from effectuation of the DOCA."

Other business

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

For and on behalf of the Deed Administrators



Cassandra Matthews
Joint and Several Deed Administrator of CrowdSpark Ltd ACN 078 661 444 (Subject to Deed of Company Arrangement)

Dated: 13 December 2018

How to vote

Shareholders can vote by either:

- attending the Meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice and by submitting their Proxy Form by hand or by post.

Voting in person or by attorney

Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and their attendance recorded. 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 below.

Voting by a corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. Written proof of the representative's appointment (including any authority under which it is signed) must be lodged with or presented to the Company before the Meeting.

Voting by proxy

- A Shareholder entitled to attend, and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the Meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder. The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit.
- Should any resolution, other than those specified in this Notice, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
- A Shareholder who returns their Proxy Form with a

direction how to vote, but does not nominate the identity of their proxy, will be taken to have appointed the Chair of the Meeting as their proxy to vote on their behalf. If a Proxy Form is returned with a direction how to vote, but the nominated proxy (who is not Chair of the Meeting) does not attend the Meeting or does not vote on the relevant Resolution(s), the Chair of the Meeting will act in place of the nominated proxy and vote on a poll in accordance with any instructions.

- Proxy appointments in favour of the Chair of the Meeting, the secretary or any Director that do not contain a direction how to vote will be used, where possible, to support each of the Resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed Resolutions. These rules are explained in this Notice.
- Proxies must be received by 10am (AEDT) on Wednesday 9 January 2019. Proxies received after this time will be invalid.
- Proxies may be lodged using any of the following methods:

– By mail:

PO Box 1974
West Perth WA 6872

– By hand:

108 Outram Street
West Perth WA 6005

Shareholders who are entitled to vote

In accordance with regulation 7.11.37 and 7.11.38 of the Corporations Regulations, the Company has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person set out in the Register of Shareholders as at 4.00pm (AEDT) on 9 January 2019.

Crowdspark Limited (Subject to Deed of Company Arrangement)

ACN 078 661 444

Explanatory Memorandum

This Explanatory Memorandum is intended to provide Shareholders with sufficient information which is material to make an assessment of the merits of the Resolutions contained in the accompanying Notice of General Meeting of the Company.

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

The purpose of this Meeting is to seek Shareholder approvals required for the purposes of the Recapitalisation Proposal and other matters.

If the Recapitalisation Resolutions (being Resolutions 1, 2 and 3) are not passed and the Recapitalisation Proposal does not proceed, the DOCA will either be terminated or varied which may result in the Company being liquidated.

Certain of the Resolutions (being Resolutions 4, 5 and 6 which relate to the election of Directors) are not Recapitalisation Resolutions. This means that, if the Recapitalisation Resolutions (being Resolutions 1, 2 and 3) are passed, the Recapitalisation Proposal can proceed regardless of whether Resolutions 4 to 6 are passed or not.

Background to Resolutions 1 to 6

Company history

The Company is an Australian public company listed on the ASX. Prior to entering into administration, the Company was a crowd-sourced technology and media company linking broadcasters, publishers and brands with the public to "Connect Through Content". The Company entered into a trading halt on 4 July 2018 pending the outcome of a strategic review of the Company's operations. On 6 July 2018, the Company requested a voluntary suspension of its securities from trading pending the release of an announcement in relation to the outcome of the strategic review.

On 17 July 2018, the Company announced that Cassandra Matthews and Martin Madden of Korda Mentha had been appointed Administrators of the Company, and were also appointed to several of the Australian subsidiary companies as either administrators or liquidators. The announcement further noted that in conjunction with the appointment of the Administrators, the Company's subsidiaries will also be placed into insolvency proceedings in their respective jurisdictions globally.

Shortly following their appointment, the Administrators commenced a process for the recapitalisation of the Company. In their discussions with potential proponents of the recapitalisation, the Administrators noted the need for the proponent to make payment for the Company's annual ASX listing fee of \$15,381.47 which needed to be paid by 31 July 2018 to preserve the Company's ASX listing (**Listing Fee**).

Otsana Capital provided the Administrators with a proposal to recapitalise the Company (**Recapitalisation Proposal**) and was selected by the Administrators as the preferred bidder, following which Otsana Capital paid the Company's Listing Fee. At a creditors meeting held on 21 August 2018, creditors resolved that the Company should execute a deed of company arrangement to facilitate the Recapitalisation Proposal. The DOCA was executed on 11 September 2018 and the Administrators were appointed as joint and several administrators of the DOCA (**Deed Administrators**).

Recapitalisation Proposal

The key purposes of the Recapitalisation Proposal are to raise funds to effectuate the DOCA and release the Company from all creditor claims, implement a more appropriate capital structure of the Company moving forward, and return control of the Company from the Deed Administrators to the Directors (to be nominated by Otsana Capital) to identify and assess potential acquisition opportunities to facilitate the reinstatement of the Company to trading on the ASX. As at the date of this Notice, no potential acquisition opportunities have been identified.

The key terms of the Recapitalisation Proposal are as follows:

- (a) the Company will consolidate its issued capital on a 10 to 1 basis (the subject of Resolution 1);
- (b) the Company will undertake the Placement to raise up to \$900,000 (Resolution 2);
- (c) Otsana Capital will make available the total sum of \$400,000 (**Otsana Capital Payment**) for creditors of the Company (after costs) pursuant to the terms of the DOCA and the Creditors' Trust Deed. The Otsana Capital Payment will be funded through monies raised from the Placement. The Otsana Capital Payment includes the Listing Fee which has already been paid by Otsana Capital as noted above;
- (d) the Company will issue Otsana Capital (or its nominees) 50,000,000 Shares (on a post Consolidation basis) in consideration for restructuring and advisory services provided and to be provided by Otsana Capital (and/or its nominees) (**Advisor Shares**) (Resolution 3); and
- (e) directors nominated by Otsana Capital will be appointed to the Company (Resolutions 4, 5 and 6).

Shareholders should note that the Recapitalisation Resolutions (being Resolutions 1, 2 and 3) must be passed for the Recapitalisation Proposal to proceed. If the Recapitalisation Resolutions are not passed and the Recapitalisation Proposal does not proceed, the DOCA will either be terminated or varied which may result in the Company being liquidated.

Deed of Company Arrangement

The Recapitalisation Proposal will be facilitated through the DOCA.

Conditions precedent

Key conditions precedent to completion of the DOCA are:

- (a) the security interests held by any secured creditor in respect of the Company being discharged and/or released;
- (b) Blueroom Capital Pty Ltd and any other secured creditor of the Company who have a registration on the Personal Property Securities Register have removed that registration from that register (or the registration is removed by the Australian Financial Security Authority);
- (c) the execution of the Creditor's Trust Deed and establishment of the Creditor's Trust;
- (d) Shareholders approving the Recapitalisation Resolutions;
- (e) the liquidators of NewZulu Holdings Pty Ltd (in liquidation) (a wholly owned subsidiary of the Company) (**NewZulu**) consenting to the transfer of the shares in NewZulu to the Deed Administrators (in their capacity as trustees of the Creditors Trust);
- (f) written confirmation by the Deed Administrators, to the best of their knowledge and belief, that following the transfer of the shares in NewZulu referred to in paragraph (e) above, the Company has no subsidiaries and no employees; and
- (g) the execution by the Company of a deed poll under which it agrees to reimburse Otsana Capital the Listing Fee and for reasonable expenses incurred by Otsana Capital in connection with the DOCA and Recapitalisation Proposal (**Deed Poll**).

If the conditions precedent are not satisfied or waived by 31 January 2019, or such later date as may be agreed in writing by the Deed Administrators and Otsana Capital, the Deed Administrators will convene a meeting of creditors to determine the future of the Company.

Completion and implementation of DOCA

Completion of the DOCA is expected to occur on the date 5 business days after the satisfaction or waiver of all of the conditions precedent.

At completion:

- (a) the Company will issue the Advisor Shares and Placement Shares and Placement Options;
- (b) Otsana Capital will pay or procure the payment of \$384,618.53 (being the Otsana Capital Payment less the Listing Fee) to the Deed Administrators;
- (c) all of the NewZulu shares will be transferred to the Deed Administrators (in their capacity as trustee of the Creditors Trust);
- (d) the Deed Administrators will deliver to Otsana Capital a copy of the Deed Poll executed by the Company; and
- (e) all rights, interests and assets of the Company will be transferred to the Deed Administrators in their capacity as trustees of the Creditors Trust.

Following completion, the Company will be debt free and no security will exist over it or any of its assets. The DOCA will terminate automatically 24 hours after completion (unless the time for termination is extended by agreement by the Deed Administrators and Otsana Capital in writing prior to that time) and control of the Company will return to the Directors of her Company (as nominated by Otsana Capital).

The DOCA contains other provisions considered standard for documents of this nature.

Creditors Trust

A creditors trust is a mechanism used to accelerate a company's exit from external administration. Under the terms of a deed of company arrangement, a trust is created and the company's obligations to creditors which are bound by the deed of company arrangement are then compromised and transferred to the trust. Creditors become beneficiaries of the trust. The purpose of the trust is to deal with the debts and claims against the company that, but for the release of claims under the deed of company arrangement, would have been payable by the company.

As noted above, it is a condition precedent to completion of the DOCA that the Company enters into the Creditors Trust with the Deed Administrators (in their capacity as trustees of the Creditors Trust). At that point, the Company will be released from the claims of all creditors.

Under the Creditors Trust, the Deed Administrators (in its capacity as trustees of the Creditors Trust) will use the Otsana Capital Payment (less the Listing Fee) first for their costs and remuneration in connection with their role as Deed Administrators and trustee of the Creditors Trust, then to creditors of the Company, with any remaining funds to be paid to the Company.

Indicative capital structure

The Company currently has 37,121,288 Shares and 604,998 Options on issue. If the Recapitalisation Resolutions are passed and the DOCA is implemented, the Company's indicative capital structure (assuming full subscription under the Placement) is set out below:

	Immediately before completion of DOCA		Immediately after completion of DOCA	
Shares	Number	%	Number	%
Existing Shares (to be consolidated under Resolution 1)	37,121,288	100	3,712,128	3.76
Placement Shares (Resolution 2)	0	0.00	45,000,000	45.59
Advisor Shares (Resolution 3)	0	0.00	50,000,000	50.65
Total Shares	37,121,288	100.00	98,712,128	100.00
Options	Number	%	Number	%
Existing Options (to be consolidated under Resolution 1)	604,998	100.00	60,499	0.13
Placement Options (Resolution 2)	0	0.00	45,000,000	99.87
Total Options	604,998	100.00	45,060,499	100.00

No person, alone or together with their associates, will have a relevant interest of more than 20% of the voting power of the Company upon completion of the DOCA.

Potential interests of Otsana Capital

Following implementation of the DOCA, Otsana Capital will not have an interest in any securities of the Company. Otsana Capital intends that all Advisor Shares are issued to nominees of Otsana Capital, and not Otsana Capital directly. As at the date of this Notice, Otsana Capital has not identified the nominees that will be issued the Advisor Shares the subject of Resolution 3.

Reinstatement to trading

The Company's securities have been suspended from trading on ASX since 6 July 2018. Following effectuation of the DOCA and completion of the Recapitalisation Proposal, the Company intends to identify and assess potential acquisition opportunities of a new undertaking to facilitate the reinstatement of the Company's securities to official quotation on the ASX. The acquisition of a new undertaking will first require shareholder approval, following which the Company will be required to re-comply with Chapters 1 and 2 of the Listing Rules to seek reinstatement of the Company's securities to trading on ASX. As part of this process, the Company will likely be required to undertake a further capital raising prior to reinstatement of its securities to the Official List and/or issue securities to vendors of the new undertaking. Upon reinstatement, the Company's securities would be released from suspension and resume trading on ASX. It should be noted that ASX has complete discretion as to whether to reinstate the Company's securities to trading, and that there is no guarantee that the Shares will be reinstated to Official Quotation.

Resolution 1 – Consolidation of capital

Background

Resolution 1 seeks Shareholder approval, for the purposes of section 254H of the Corporations Act, the Company's Constitution and for all other purposes, to consolidate the Company's issued capital by consolidating (i.e. converting) every 10 existing Shares into one new Share (**Consolidation**).

The Consolidation is proposed by the Company to reduce the number of Shares on issue, which is considered to be a more appropriate capital structure for the Company going forward.

As at the date of this Notice, the Company has 37,121,288 Shares on issue. Accordingly, if Resolution 1 is passed, the number of Shares on issue will be reduced from 37,121,288 to approximately 3,712,128 (subject to rounding and excluding the Placement Shares and Advisor Shares proposed to be issued).

Implementation of Consolidation

Section 254H of the Corporations Act provides that a company may, by resolution passed in general meeting, convert all or any of its shares into a larger or smaller number of shares.

Accordingly, if Resolution 1 is passed, every 10 existing Shares will be consolidated into one Share.

As the Consolidation applies equally to all Shareholders, individual holdings will be reduced in the same ratio as the total number of the Company's Shares (subject only to rounding). It follows that the Consolidation will have no material effect on the percentage interest of each individual Shareholder in the Company. Therefore, if a Shareholder currently holds 371,213 Shares representing approximately 1% of the Company's issued capital, then if the Consolidation is approved and implemented, the Shareholder will have 37,121 Shares following the Consolidation, still representing the same 1% of the Company's issued capital. However, existing Shareholders will be diluted by the issue of the Placement Shares and Advisor Shares.

As from the record date of the Consolidation (expected to be 16 January 2019), all holding statements for Shares will cease to have any effect except as evidence of entitlement to a certain number of post Consolidation Shares.

The Company will issue a notice to security holders advising them of the number of securities held both before and after the Consolidation. The Company will also arrange for new holding statements and/or certificates to be issued to security holders.

Options

Listing Rule 7.22.1 requires that if a company consolidates its capital, the number of options it has on issue must be consolidated in the same ratio as the shares and their exercise prices be amended in inverse proportion to that ratio. The expiry dates of options do not change.

Accordingly, if Resolution 1 is passed, every 10 existing Options on issue will be consolidated into one Option and the current exercise price of each Option will be multiplied by 10 to obtain the new exercise price post-Consolidation.

The following table sets out the Company's existing Options, their exercise prices and expiry dates, on both a pre and post Consolidation basis.

Pre-Consolidation		Post-Consolidation		Expiry date (no change)
No. of Options	Exercise price	No. of Options	Exercise Price	
419,998	\$4.00	41,999	\$40.00	14 June 2019
90,000	\$6.00	9,000	\$60.00	14 June 2019
85,000	\$4.00	8,500	\$40.00	15 June 2019
10,000	\$4.00	1,000	\$40.00	8 November 2019

Fractional entitlements

The Consolidation will result in any security holder whose existing holding is not a multiple of 10 being entitled to a fraction of a security. These fractional entitlements will be rounded down as part of the Consolidation, so that the consolidated holding will be rounded down to the nearest whole number.

Indicative capital structure

An indicative capital structure for the Company immediately after completion of the DOCA is set out on page 4 above.

Tax implications for security holders

Security holders are encouraged to seek professional advice in relation to any tax implications which may arise as a result of the Consolidation. Neither the Company nor any of its officers, employees or advisors assumes any liability or responsibility for advising security holders about the tax consequences for them from the proposed Consolidation.

Timing of Consolidation

The Consolidation is a condition precedent to completion under the DOCA and accordingly, will take effect prior to completion under the DOCA in accordance with the following proposed reorganisation timetable:

Date	Event
11 January 2019	Shareholder approval. Company tells ASX that Shareholders have approved the Consolidation.
14 January 2019	Date that would ordinarily be the last day for trading in pre-organised securities.
15 January 2019	Trading would ordinarily commence in the reorganised securities on a deferred settlement basis however as the Company's securities will be suspended from trading, deferred settlement trading will not occur.
16 January 2019	Record date. Last day for Company to register transfers on a pre-Consolidation basis.
17 January 2019	First day for the Company to send a notice to each security holder. In the case of Shares, first day for the Company to register securities on a post re-organisation basis and first day for issue of holding statements.
23 January 2019	Deferred settlement market ends (but as the Company's securities will be suspended from trading, deferred settlement trading will not occur). Last day for the Company to send notice to all Shareholders. Last day for securities to be entered into the holders' security holdings.

Resolution 2 – Approval to issue Placement Shares and Placement Options

Background

As noted above, under the Recapitalisation Proposal, the Company will undertake a capital raising to raise up to \$900,000 through the issue of up to 45,000,000 Placement Shares at an issue price of \$0.02 per Placement Share, together with free attaching Placement Options on the basis of one Placement Option for every Placement Share subscribed for (**Placement**).

Funds raised by the Placement will be used towards funding the balance of the Otsana Capital Payment of \$384,618.53, with the balance to be used for working capital purposes, including to fund the costs of identifying and conducting due diligence on potential acquisition opportunities to facilitate the reinstatement of the Company's securities to Official Quotation on ASX, and if a potential acquisition is identified, transaction costs including the costs of appointing legal, financial and corporate advisors and experts (as necessary).

As noted above, any acquisition of a new undertaking by the Company will first require shareholder approval, following which the Company will be required to re-comply with Chapters 1 and 2 of the Listing Rules to seek reinstatement of the Company's securities to trading on ASX. As part of this process, the Company will need to comply with ASX's mandatory escrow regime, and it is possible that the Placement Shares and/or the Placement Options may be subject to ASX imposed escrow (in which case ASX may not quote the Placement Shares (or Shares issued on exercise of the Placement Options) until the escrow period has expired.

Otsana Capital will not participate in the Placement.

Listing Rule 7.1

ASX Listing Rule 7.1 broadly provides that a company must not, subject to certain exceptions, issue during any 12-month period any equity securities or other securities with rights of conversion to equity if the number of those securities exceeds 15% of the total ordinary securities on issue at the commencement of that 12-month period. However, where shareholders have previously approved the issue, those shares are not taken into account in the calculation of the 15% threshold. The Company seeks approval for the purposes of Listing Rule 7.1 to give it the flexibility to issue future securities in the future utilising the 15% capacity.

The effect (on an undiluted basis) of the Placement on the capital structure of the Company is set out on pages 3 and 4 of this Explanatory Memorandum.

The following information is provided to Shareholders in relation to Resolution 2 for the purposes of Listing Rule 7.3:

Maximum number of securities	<p>The maximum number of Placement Shares the Company will issue is 45,000,000 on a post-Consolidation basis.</p> <p>The maximum number of Placement Options the Company will issue is 45,000,000 on a post-Consolidation basis.</p>
The date by which the Company will issue the securities	<p>The Company will issue the Placement Shares and Placement Options at or around completion of the DOCA. Completion of the DOCA is expected to occur on the date that is 5 business days after the satisfaction or waiver of the conditions precedent (or such later date as agreed to by Otsana Capital and the Deed Administrators).</p> <p>In any event, the Placement Shares and Placement Options must be issued no later than three months after the date of the Meeting, unless otherwise extended by way of ASX granting a waiver to the Listing Rules.</p>
The issue price of the securities	<p>\$0.02 per Placement Share.</p> <p>The Placement Options will be issued for nil cash consideration as free attaching Options on the basis of one Placement Option for every Placement Share subscribed for.</p>
The names of the persons to whom the Company will issue the securities (if known) or the basis upon which those persons will be identified or selected	<p>Up to 45,000,000 Placement Shares and 45,000,000 Placement Options will be issued to unrelated institutional, sophisticated and/or professional investors.</p>

The terms of the securities	<p>The Placement Shares will be fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary Shares on issue.</p> <p>The Placement Options will be exercisable at \$0.03 on or before the earlier of: (i) three years from the date the Company is re-admitted to the Official List of ASX; and (ii) six years from the date of issue and otherwise will be issued on the terms and conditions set out in Annexure A.</p>
The intended use of the funds raised	Funds raised by the Placement will be used towards funding the balance of the Otsana Capital Payment of \$384,618.53, with the balance to be used for working capital purposes, including to fund the costs of identifying and conducting due diligence on potential acquisition opportunities to facilitate the reinstatement of the Company's securities to Official Quotation on ASX, and if a potential acquisition is identified, transaction costs including the costs of appointing legal, financial and corporate advisors and experts (as necessary).
The issue date	The Placement Shares and Placement Options are intended to be issued on one date, being on or around completion of the DOCA.
Voting exclusion statement	A voting exclusion statement is included in the Notice in relation to Resolution 2.

Resolution 3 – Approval to issue Advisor Shares

Background

As noted above, as part of the Recapitalisation Proposal, the Company intends to issue 50,000,000 Shares on a post-Consolidation basis to Otsana Capital (or its nominees) in consideration for restructuring and advisory services provided and to be provided by Otsana Capital (or its nominees) (**Advisor Shares**). Otsana Capital is the proponent of the DOCA and has devoted significant time and resources in relation to the recapitalisation of the Company. As proponent of the Recapitalisation Proposal, Otsana will also assist the Proposed Directors to identify a new undertaking to facilitate the reinstatement of the Company's securities to Official Quotation. Otsana Capital will nominate persons to whom the Advisor Shares will be issued in connection with any proposal to reinstate the Company to Official Quotation. Based on a deemed issue price of \$0.02 per Share (being the price at which the Placement Shares will be issued), the value of the Advisor Shares is \$1,000,000.

As noted above, any acquisition of a new undertaking by the Company will first require shareholder approval, following which the Company will be required to re-comply with Chapters 1 and 2 of the Listing Rules to seek reinstatement of the Company's securities to trading on ASX. As part of this process, the Company will need to comply with ASX's mandatory escrow regime, and it is possible that the Advisor Shares may be subject to ASX imposed escrow, in which case ASX may not quote the Advisor Shares until the escrow period has expired.

Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out above. The Company seeks approval for the issue of the Advisor Shares for the purposes of Listing Rule 7.1 to give it the flexibility to issue future securities in the future utilising the 15% capacity.

The effect (on an undiluted basis) of the issue of the Advisor Shares on the capital structure of the Company is set out in the table commencing on page 4 of this Explanatory Memorandum.

The following information is provided to Shareholders in relation to Resolution 4 for the purposes of Listing Rule 7.3:

Maximum number of securities	The maximum number of Advisor Shares the Company will issue is 50,000,000 on a post-Consolidation basis.
The date by which the Company will issue the securities	<p>The Company will issue the Advisor Shares at completion of the DOCA. Completion of the DOCA is expected to occur 5 business days after the satisfaction or waiver of the conditions precedent (or such later date as agreed to by Otsana Capital and the Deed Administrators).</p> <p>In any event, the Advisor Shares that are to be issued to Otsana Capital (or its nominee(s)) must be issued no later than three months after the date of the Meeting, unless otherwise extended by way of ASX granting a waiver to the Listing Rules.</p>
The issue price of the securities	The Advisor Shares are being issued in consideration for corporate advisory services provided and to be provided by Otsana Capital (and/or its nominees) at a deemed issue price of \$0.02 per Share and are therefore issued for nil cash consideration.
The names of the persons to whom the Company will issue the securities (if known) or the basis upon which those persons will be identified or selected	The Advisor Shares will be issued to persons nominated by Otsana Capital who are sophisticated, professional or institutional investors and not related parties of the Company.
The terms of the securities	The Advisor Shares will be fully paid ordinary Shares in the capital of the Company and rank equally in all respects with the existing fully paid ordinary Shares on issue.
The intended use of the funds raised	The Advisor Shares are being issued in consideration for corporate advisory services provided and to be provided by Otsana Capital (and/or its nominees). No funds will be raised from the issue of the Advisor Shares.
The issue date	The Advisor Shares are intended to be issued on one date.
Voting exclusion statement	A voting exclusion statement is included in the Notice in relation to Resolution 3.

Resolutions 4 to 6 - Election of Directors

Clause 14.3 of the Constitution provides that the Company may elect a person as a Director by resolution passed in general meeting.

Under the DOCA, if required by Otsana Capital, the Deed Administrators will cause the existing Directors of the Company being Charles Koonen, Royce Wilson and David Adams to be removed and appoint nominees of Otsana Capital as Directors of the Company. Subject to satisfaction of the conditions precedent to the DOCA, Otsana Capital intends to request the Deed Administrators to cause the existing Directors to resign and appoint Kyla Garic, Matthew Worner and Yu Hin Eugene Tse with effect from effectuation of the DOCA.

Resolutions 4, 5 and 6 seek approval for the election of the Directors nominated by Otsana Capital.

If Resolutions 4, 5 and/or 6 are not passed by Shareholders, Otsana Capital is likely to exercise its rights under

the DOCA to require the Deed Administrators to appoint the Proposed Directors to the Board.

Biographical details for each of the Directors is set out below.

Kyla Garic

Kyla Garic (BCom, MAcc, GradDip CA) is a Chartered Accountant and director of Onyx Corporate. Onyx Corporate provides financial reporting and accounting services, including reconstruction and accounting compliance for companies undergoing recapitalisation. Ms Garic is currently the Company Secretary of ASX-listed Raiden Resources Limited (ASX:RDN), Company Secretary and a director of Aus Asia Minerals Limited (ASX:AQJ) and a director of Rolek Resources Limited (ASX:RLK).

If elected, Ms Garic will be considered an independent Director of the Company.

Matthew Worner

Matthew Worner (LLB; B.Bus) is an experienced executive who has worked with ASX and London listed companies in various commercial, legal and business development roles primarily in the energy and resources sector. He has strong capital markets experience in Australia and the United Kingdom including ASX and AIM IPO's and capital raising activity. Through this work, Matthew maintains solid contacts and relationships with brokers, funds and NOMADs both in Australia and London. Matthew is a director of Talon Petroleum Limited (ASX:TPD) and QPXPPharma Limited (unlisted).

If elected, Mr Worner will be considered an independent Director of the Company.

Yu Hin Eugene Tse

Eugene Tse holds a Bachelor of Law and a Bachelor of Commerce (majoring in accounting and corporate finance) from the University of Western Australia, and is currently working as a Corporate Advisor at Otsana Capital. Prior to joining Otsana Capital, Eugene gained over 9 years' experience as a Corporate/M&A lawyer at top tier and boutique law firms in Australia. As a lawyer, Eugene acted on a number of M&A and ECM transactions across a diverse range of industries. Eugene is a Director of ReviseOnline Pty Ltd, an emerging EduTech business.

If elected, Mr Tse will be considered an independent Director of the Company.

Glossary

\$ means Australian dollars.

Administrators means Cassandra Matthews and Martin Madden in their capacity as joint and several administrators of the Company.

Advisor Shares means Shares at a deemed issue price of \$0.02 per Share proposed to be issued to nominees of Otsana Capital in consideration for restructuring and advisory services provided and to be provided by Otsana Capital (and/or its nominees).

AEDT means Australian Eastern Daylight Time.

Associate has the meaning given to that term in the Listing Rules.

ASX means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Board means the Directors.

Chair or Chairman means the individual elected to chair any meeting of the Company from time to time.

Company means CrowdSpark Ltd ACN 078 661 444 (Subject to Deed of Company Arrangement).

Consolidation means the consolidation of existing Shares on the basis that every 10 Shares is consolidated into 1 Share.

Constitution means the Company's constitution, as amended from time to time.

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

Creditors' Trusts means the Creditor Trust established under the Creditors Trust Deed to be entered into by the Deed Administrators and the Company as contemplated by the DOCA.

Deed Administrators means Cassandra Matthews and Martin Madden in their capacity as joint and several deed administrators of the DOCA.

Deed Payment means the amount of \$384,618.53.

Deed Poll has the meaning given to that term on page 2 of the Explanatory Memorandum.

Directors means the directors of the Company.

DOCA means the deed of company arrangement executed by the Company, the Deed Administrators and Otsana Capital dated on or around 11 September 2018.

Explanatory Memorandum means the explanatory memorandum accompanying this Notice.

Listing Fee means the amount of \$15,381.47 for the Company's annual ASX listing fees paid by Otsana.

Listing Rules means the ASX Listing Rules.

Meeting means the general meeting convened by the Notice.

NewZulu means NewZulu Holdings Pty Ltd (in liquidation), a wholly owned subsidiary of the Company.

Notice means this Notice of General Meeting.

Official List means the official list of ASX.

Official Quotation has the meaning given in the Listing Rules.

Otsana Capital means Otsana Capital Pty Ltd ACN 145 168 216.

Otsana Capital Payment means \$400,000, comprising the Listing Fee and the Deed Payment.

Placement mean the proposed placement of up to 45,000,000 Placement Shares together with 45,000,000 free attaching Placement Options to raise up to \$900,000.

Placement Options means options each to acquire one Share exercisable at \$0.03 and otherwise on the

terms and conditions set out in Annexure A.

Placement Shares means Shares at an issue price of \$0.02.

Proposed Directors means Kyla Garic, Matthew Worner and Eugene Tse.

Recapitalisation Proposal has the meaning given to that term on page 2 of the Explanatory Memorandum.

Recapitalisation Resolutions means Resolutions 1, 2 and 3.

Resolution means a resolution contained in the Notice.

Shareholder means a member of the Company from time to time.

Shares means fully paid ordinary shares in the capital of the Company.

WST means Western Standard Time.

Annexure A – Terms and Conditions of Placement Options

- (a) Each Option shall confer the right to subscribe for one fully paid ordinary share in the capital of the Company (**Share**).
- (b) The exercise price for each Option is \$0.03 (**Exercise Price**).
- (c) The Options will expire at 5.00pm WST on the date that is the earlier of: (i) three years from the date the Company is re-admitted to the Official List of ASX; and (ii) six years from the date of issue (**Expiry Date**). Any Options that have not been validly exercised before the Expiry Date will lapse.
- (d) A certificate will be issued for the Options. On the reverse side of the certificate there will be endorsed a statement of the rights of the Option holder and a notice that is to be completed when exercising the Options (**Exercise Notice**). If there is more than one Option comprised in this certificate and prior to the Expiry Date those Options are exercised in part, the Company will issue another certificate for the balance of the Options held and not yet exercised.
- (e) Subject to paragraph (m) the Options are exercisable at any time before the Expiry Date by the delivery to the registered office of the Company of the Exercise Notice and the Exercise Price in cleared funds. The Exercise Notice and cleared funds must be received before the Expiry Date. The Options may be exercised in whole or in part. If the Options are exercised in part each Exercise Notice must be for not less than 1,000 Shares and in multiples of 1,000 Shares.
- (f) After an Option is validly exercised, the Company must as soon as possible following receipt of the Exercise Notice and receipt of cleared funds equal to the subscription monies due:
 - (i) issue the Shares;
 - (ii) if required, give the Australian Securities Exchange a notice that complies with section 708A(5)(e) of the Corporations Act 2001 (Cth), or, if the Company is unable to issue such a notice, lodge with the Australian Securities and Investments Commission a prospectus prepared in accordance with the Corporations Act 2001 (Cth) and do all things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
 - (iii) do all such acts, matters and things to obtain the grant of quotation of the Shares by ASX by no later than 15 business days after the date of exercise of the Option.
- (g) There are no participating rights or entitlements inherent in the Options and holders of the Options will not be entitled to participate in any new issues of capital that may be offered to shareholders during the currency of the Options.
- (h) Subject to paragraph (m), Option holders have the right to exercise their Options prior to the date of determining entitlements to any capital issues to the then existing shareholders of the Company, made during the currency of the Options.
- (i) In the event of a reorganisation of the issued capital of the Company, the Options will be reorganised in accordance with the Listing Rules of the Australian Securities Exchange, but in all other respects, the terms of exercise will remain unchanged.
- (j) The Options are not transferable.
- (k) There is no right to change the exercise price of Options nor the number of underlying Shares over which the Options can be exercised, if the Company completes a bonus or pro-rata issue.
- (l) Application will not be made for official quotation of the Options on the Australian Securities Exchange.
- (m) The exercise of the Options by an Option holder is subject at all times to the Corporations Act 2001 (Cth).

Holder Number:

Vote by Proxy: CSK

Your proxy voting instruction must be received by **10.00am (AEDT) on Wednesday, 09 January 2019**, 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 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 Key Management Personnel.

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 of shares 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 must 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.



