



Tomizone Limited

ACN 000 094 995

NOTICE OF 2017 ANNUAL GENERAL MEETING

Date of Meeting

Thursday, 30 November 2017

Time of Meeting

11.00am (AEDST)

Place of Meeting

At the offices of Taronga Group
Level 35, Grosvenor Place
225 George Street
SYDNEY NSW 2000

A Proxy Form is enclosed

Please read this Notice and Explanatory Memorandum carefully.

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

For personal use only

ACTIONS TO BE TAKEN BY SHAREHOLDERS

The 2017 Annual General Meeting of Tomizone Limited ACN 000 094 955 to which this Notice of Annual General Meeting relates will be held at:

Time	11.00am (AEDST)
Date	Thursday, 30 November 2017
Location	The offices of Taronga Group, Level 35, Grosvenor Place, 225 George Street, Sydney, NSW 2000

Your vote is important

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

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 of Meeting and by submitting their proxy appointment and voting instructions in person, by post, or by facsimile.

Eligibility to attend and vote

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are set out in the Register of Shareholders at 7.00pm (AEDST) on Tuesday, 28 November 2017.

Last date to submit Proxy Form

Your completed Proxy Form must be received by the Company Secretary no later than 11.00am (AEDST) on **Tuesday, 28 November 2017**. Proxies received after this time will be invalid.

Please complete and sign the enclosed Proxy Form, returning:

By mail PO Box 1592, Booragoon WA 6954

By email eryn@kestelcorp8.com.au

By fax +61 (8) 9367 8812

In person Tomizone Limited, Level 32, 101 Miller Street, North Sydney

Voting by proxy

You can appoint a proxy to attend and vote on your behalf as an alternative to attending the Meeting in person or casting a direct vote. Each proxy will have the right to vote on a poll and speak at the Meeting.

To appoint a proxy, please write the name of the appointed proxy in the box on the proxy form denoted by Ω. You can direct your proxy how to vote on Items 1 to 18 by marking "For", "Against" or "Abstain".

A proxy does not need to be a shareholder of the Company. A proxy may be an individual or a body corporate. You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Forms and specify the percentage or number of votes each proxy is appointed to exercise. If you do not specify a percentage or number, each proxy may exercise half of the votes. You must return both Proxy Forms together. If you require additional Proxy Forms, please contact the Company Secretary on +61 (0) 435 905 770.

The Proxy Form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the Power of Attorney, or the power itself, must be received by the Company in the same manner, and by the same time as, outlined for Proxy Forms above.

If you sign the enclosed Proxy Form, and mark the box against the Chairman, the Chairman will be appointed as your proxy. The Chairman currently intends to vote undirected proxies on, and in favour of, all proposed resolutions. Shareholders who return their Proxy Forms with a direction how to vote, but who do not nominate the identity of their proxy will be taken to have appointed the Chairman as their proxy to vote on their behalf. If a Proxy Form is returned but the nominated proxy does not attend the Meeting, the Chairman will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chairman, the Company 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.

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. However, where a Restricted Voter is appointed as a proxy, the proxy may only vote on Resolution 1 in accordance with a direction on how the proxy is to vote or, if the proxy is the Chairman and the appointment expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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.

If you appoint a proxy, you may still attend the meeting. However, your proxy's right to vote and speak will be suspended while you are present.

Attending the Meeting in person (or by attorney)

Eligible Shareholders may attend the Meeting and vote in person, or by attorney.

If you intend to attend the Meeting in person, you do not need to submit a Proxy Form.

If you intend to appoint an attorney to attend the Meeting, the Company must receive a certified copy of the Power of Attorney, or the original Power of Attorney, in the same manner, and by the same time as, outlined for Proxy Forms above.

You may still attend the Meeting and vote in person even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance will suspend your proxy appointment while you are present at the Meeting.

Please bring your Proxy Form with you as it will help you to register your attendance at the Meeting. If you do not bring your Proxy Form with you, you can still attend the Meeting but the Company will need to verify your identity. Please arrive 20 minutes prior to the start of the Annual General Meeting on the date and at the venue set out above.

Voting by corporate representative

A Shareholder that is a corporation may appoint an individual to act as its representative to vote at the meeting in accordance with section 250D of the Corporations Act 2001 (Cth) (**Corporations Act**). The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed. The appropriate "Appointment of Corporate Representative" form should be completed and produced prior to admission to the Meeting. This form may be obtained from the Company's share registry.

Impact of your proxy appointment on your voting instructions

If you appoint the Chairman as your proxy and have not directed him how to vote, you are authorising the Chairman to cast your undirected vote on all proposed Resolutions in accordance with his intentions set out below.

Proxy appointments in favour of the Chair of the Meeting, the Company Secretary, any Director or Key Management Personnel or their Closely Related Parties 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. However, in exceptional circumstances, the Chair of the Meeting may change his voting intention, in which case an ASX announcement will be made. These rules are explained in this Notice.

If you intend to appoint a Key Management Personnel or the Chairman as your proxy, you are encouraged to direct them how to vote by marking "For", "Against" or "Abstain" for each of the items of business.

The Chairman's voting intentions

The Chairman intends to vote undirected proxies on, and in favour of, all the proposed Resolutions. If there is a change to how the Chairman intends to vote undirected proxies, the Company will make an announcement to the market.

The Chairman's decision on the validity of a vote cast by a proxy or vote cast in person, is conclusive.

For personal use only

NOTICE OF 2017 ANNUAL GENERAL MEETING

Notice is given that the 2017 Annual General Meeting of Tomizone Limited ACN 000 094 955 (**Company**) will be held at 11.00 am (AEDST) on Thursday, 30 November 2017 at the offices of Taronga Group, Level 35, Grosvenor Place, 225 George Street, Sydney NSW 2000 for the purpose of transacting the business set out in this Notice of Annual General Meeting.

The business of the Annual General Meeting is to consider the Resolutions set out below. Full details on the nature of the matters to be considered are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

Certain abbreviations and other defined terms are used throughout this Notice of General Meeting. 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.

AGENDA

- **Adoption of 2017 Annual Report**

To table and consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2017, which includes the Financial Report, the Directors' Report and Auditor's Report as set out in the Annual Report.

NON-BINDING Resolution

1. Adoption of 2017 Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Report for the twelve (12) months ended 30 June 2017."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Memorandum for further details on the consequences of voting on this Resolution.

Voting exclusion statement

In accordance with Section 250R of the Corporations Act, the Company will disregard any vote cast on Resolution 1 by, or on behalf of, a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member.

However, the Company need not disregard a vote if:

- it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed Resolution **or** the proxy is the Chair of the Meeting and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel; and
- it is not cast on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or their Closely Related Parties.

Further, a Restricted Voter who is appointed as a proxy will not vote on this Resolution unless:

- the appointment specifies the way the proxy is to vote on Resolution 1; or
- the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 1. In exceptional circumstances, the Chair of the Meeting may change their voting intention on this Resolution, in which case an ASX announcement will be made.

Shareholders may also choose to direct the Chair to vote against Resolution 1 or to abstain from voting. If you purport to cast a vote other than as permitted above, that vote will be disregarded by the Company (as indicated above) and you may be liable for breaching the voting restrictions that apply to you under the Corporations Act.

ORDINARY Resolutions

2. Election of new Directors

2.1 Election of Mr Ian BAILEY

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

"That, Mr Ian Bailey, who ceases to hold office in accordance with clause 13.4 of the Company's Constitution and, being eligible, offers himself for election, be elected a Director of the Company."

2.2 Election of Mr Matt ADAMS

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

"That, Mr Matt Adams, who ceases to hold office in accordance with clause 13.4 of the Company's Constitution and, being eligible, offers himself for election, be elected a Director of the Company."

2.3 Election of Mr Maxim CARLING

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

"That, Mr Maxim Carling, who ceases to hold office in accordance with clause 13.4 of the Company's Constitution and, being eligible, offers himself for election, be elected a Director of the Company."

3. Ratification of issue of 444,445 Shares

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 ratify the issue of 444,445 Shares (at an issue price of \$0.09 per Share) on or around 10 January 2017 to a group of strategic investors on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement

The Company will disregard any votes cast on Resolution 3 by a person who participated in the issue the subject of Resolution 3 and any person who is an Associate of those persons. However, the Company will not disregard a vote if the vote is cast by: (a) a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or (b) 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.

4. Ratification of issue of 13,333,332 Shares

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 ratify the issue of 13,333,332 Shares (at an issue price of \$0.015 per Share) on 4 July 2017 to professional and sophisticated investors on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement

The Company will disregard any votes cast on Resolution 4 by a person who participated in the issue the subject of Resolution 4 and any person who is an Associate of those persons. However, the Company will not disregard a vote if the vote is cast by: (a) a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or (b) 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.

5. Ratification of issue of 1,333,333 Shares

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 ratify the issue of 1,333,333 Shares (issued for non-cash consideration) on 12 September 2017 to Copper Limited (the Underwriter of the Company's July 2017 entitlement offer) on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement

The Company will disregard any votes cast on Resolution 5 by a person who participated in the issue the subject of Resolution 5 and any person who is an Associate of those persons. However, the Company will not disregard a vote if it is cast by: (a) a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or (b) 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.

6. Ratification of issue of 77,778 Shares

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 ratify the issue of 77,778 Shares (issued for non-cash consideration) on 12 September 2017 to Mr Neilson, a senior employee of the Company, on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement

The Company will disregard any votes cast on Resolution 6 by a person who participated in the issue the subject of Resolution 6 and any person who is an Associate of those persons. However, the Company will not disregard a vote if it is cast by: (a) a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or (b) 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.

7. Ratification of issue of 6,666,667 Shares

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 ratify the issue of 6,666,667 Shares (at an issue price of \$0.015 per Share) to 80 Days Limited on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement

The Company will disregard any votes cast on Resolution 7 by a person who participated in the issue the subject of Resolution 7 and any person who is an Associate of those persons. However, the Company will not disregard a vote if it is cast by: (a) a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or (b) 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.

8. Approval to issue 125,000 Shares to a senior employee of the Company

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 125,000 Shares (at a deemed issue price of \$0.048 per Share) to Mr Madan, a senior employee on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement

The Company will disregard any votes cast on Resolution 8 by any person who may participate in the issue the subject of and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the Resolution is passed, and any person who is an Associate of those persons. However, the Company will not disregard a vote if it is cast by: (a) a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or (b) 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.

9. Approval to issue Unlisted Options to Unrelated Bondholders

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 7.1 and for all other purposes, Shareholders approve the issue of 16,913,636 Unlisted Options having an exercise price of \$0.10 and an expiry date of 24 months from the date of issue to Unrelated Bondholder Underwriters to the Entitlement Offer (or their nominees) on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement

The Company will disregard any votes cast on Resolution 9 by any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the Resolution is passed, and any person who is an Associate of those persons. However, the Company will not disregard a vote if it is cast by (a) a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or (b) 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.

10. Approval to issue Shares to Blue Water Diving Limited

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 7.1 and for all other purposes, Shareholders approve the issue of 1,333,333 Shares (at a deemed issue price of \$0.015 per Share) to Blue Water Diving Limited (or their nominee on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement

The Company will disregard any votes cast on Resolution 10 by any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the Resolution is passed, and any person who is an Associate of those persons. However, the Company will not disregard a vote if it is cast by (a) a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or (b) 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.

11. Approval to issue Shares to Hippo Trustee Limited

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 10.11 and for all other purposes, approval is given for the Company to issue 1,600,000 Shares at a deemed issue price of \$0.015 to Hippo Trustee Limited (and/or its nominee) on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement:

The Company will disregard any votes cast on Resolution 11 by Hippo Trustee Limited and any of its Associates. 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) the vote 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.

12. Approval to issue Unlisted Options to Related Parties as Underwriters to the Entitlement Offer

12.1 Approval to issue Unlisted Options to One Managed Investment Funds Ltd

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 10.11 and for all other purposes, Shareholders approve and authorise the issue of 10,179,656 Unlisted Options having an exercise price of \$0.10 and an expiry date of 24 months from the date of issue to One Managed Investment Funds Ltd (and/or its nominees) on the terms and conditions set out in the Explanatory Memorandum."

12.2 Approval to issue Unlisted Options to Tarango Group Holdings Pty Limited

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 10.11 and for all other purposes, Shareholders approve and authorise the issue of 427,294 Unlisted Options having an exercise price of \$0.10 and an expiry date of 24 months from the date of issue to Tarango Group Holdings Pty Limited (and/or its nominees) on the terms and conditions set out in the Explanatory Memorandum."

12.3 Approval to issue Unlisted Options to Value Creation Technologies Limited

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 10.11 and for all other purposes, Shareholders approve and authorise the issue of 479,414 Unlisted Options having an exercise price of \$0.10 and an expiry date of 24 months from the date of issue to Value Creation Technologies Limited (and/or its nominees) on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement for Resolutions 12.1 to 12.3

The Company will disregard any votes cast on Resolutions 12.1 to 12.3 by any person receiving a benefit under those resolutions and any Associate of those persons. 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) the vote 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.

13. Approval to issue Shares for a Future Capital Raising

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

*"That in accordance with Listing Rule 7.1, and for all other purposes, Shareholders approve the issue up to \$2,000,000 worth of fully paid Ordinary Shares (**Future Placement Shares**) at an issue price per Future Placement Share of not less than 80% of the volume weighted average market price of the Company's shares calculated over the last five days on which sales in the shares of the Company were recorded before the date of issue (or if there is a prospectus relating to the issue, over the last five days on which sales in the Shares are recorded before the date of the prospectus), as is more particularly described in the Explanatory Memorandum."*

Voting exclusion statement

The Company will disregard any votes cast on Resolution 13 by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the Annual General 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.

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

14. Approval to issue Acquisition Shares for the acquisition of Ironman Group Limited

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 7.1 and for all other purposes, shareholders approve the initial issue of 9,200,000 ordinary shares to Eftpos Warehouse Ltd, under the Share Purchase Agreement in respect of the proposed acquisition of the Ironman Group Limited announced on 27 September 2017 and otherwise on the terms and conditions set out in the Explanatory Memorandum."

Voting exclusion statement

The Company will disregard any votes cast on Resolution 14 by any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the Resolution is passed, and any person who is an Associate of those persons. However, the Company need not disregard a vote if the vote is cast by (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or (b) 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.

15. Approval to issue Earn Out Shares for the acquisition of the Ironman Group Limited

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 7.1 and all other purposes, Shareholders approve the future issue of up to 36,800,000 ordinary shares to the vendors of Ironman Group Limited, under the earn out provisions of the Share Purchase Agreement in respect of the proposed acquisition of the Ironman Group Limited announced on 27 September 2017 and otherwise on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 15 by any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the Resolution is passed, and any person who is an Associate of those persons. However, the Company need not disregard a vote if the vote is cast by (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or (b) 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.

16. Approve the variation of previously issued Convertible Notes

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 7.1 and for all other purposes, shareholders approve the variation of existing convertible notes previously issued to the Noteholders on the terms and conditions set out in the Explanatory Memorandum”

Voting exclusion statement

The Company will disregard any votes cast on Resolution 16 by any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the Resolution is passed, and any person who is an Associate of those persons. However, the Company will not disregard a vote if it is cast by (a) by a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or (b) 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.

17. Approve the variation of previously issued Convertible Notes to Related Parties

17.1 Approve the variation of previously issued Convertible Notes to Mr Phillip Joe

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 10.11 and for all other purposes, shareholders approve the variation of convertible notes with a value of \$225,000 previously issued to Mr Phillip Joe being a current Director on the terms and conditions set out in the Explanatory Memorandum”

17.2 Approve the variation of previously issued Convertible Notes to One Managed Investment Funds Ltd

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 10.11 and for all other purposes, shareholders approve the variation of convertible notes with a face value of \$1,012,500 previously issued to One Managed Investment Funds Ltd being a related party of the Company on the terms and conditions set out in the Explanatory Memorandum”

17.3 Approve the variation of previously issued Convertible Notes to Taronga Group Holdings Pty Limited

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 10.11 and for all other purposes, shareholders approve the variation of convertible notes with a value of \$42,500 previously issued to Taronga Group Holdings Pty Limited being a related party of the Company on the terms and conditions set out in the Explanatory Memorandum”

17.4 Approve the variation of previously issued Convertible Notes to Value Creation Technologies Limited

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 10.11 and for all other purposes, shareholders approve the variation of convertible notes with a face value of \$47,684 previously issued to Value Creation Technologies Pty Limited being a related party of the Company on the terms and conditions set out in the Explanatory Memorandum”

Voting exclusion statement for Resolutions 17.1 to 17.4

The Company will disregard any votes cast on Resolutions 17.1 to 17.4 by any persons who are to receive securities under those Resolutions and any Associate of those persons. However, the Company need not disregard a vote if it is cast by (a) a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form or (b) the person chairing the Meeting as proxy for person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

SPECIAL Resolution

18. Approval to Issue an additional 10% of the Issued Capital of the Company Pursuant to Listing Rule 7.1A

To consider, and if thought fit, to pass with or without amendment, 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 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.”

Voting exclusion statement

The Company will disregard any votes cast on Resolution 18 by any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the Resolution is passed, and any person who is an Associate of those persons. However, the Company need not disregard a vote if the vote is cast by (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or (b) 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.

General Business

To consider any other business that may be brought forward in accordance with the Constitution of the Company or the Corporation Act.

Details of the definitions and abbreviations used in this Notice are set out in the Glossary to the Explanatory Memorandum.

By order of the Board



Eryn Kestel
Company Secretary
31 October 2017

For personal use only

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting.

This Explanatory Memorandum does not take into account the individual investment objectives, financial situation and needs of individual Shareholders or any other person. Accordingly, it should not be relied on solely in determining how to vote on the Resolutions.

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.

2017 ANNUAL REPORT

The first agenda item is to receive the 2017 Annual Report of the Company for the twelve (12) ended 30 June 2017.

Section 317 of the Corporations Act requires the Directors to lay before the Annual General Meeting the Financial Report, the Directors' Report (including the Remuneration Report) and the Auditor's Report for the financial year that ended 30 June 2017. Those Shareholders that elected to receive a printed copy of the Annual Report will have received a copy with this Notice.

In accordance with sections 250S and 250T of the Corporations Act, Shareholders present at the Annual General Meeting will be provided with a reasonable opportunity to:

- ask the Directors present at the Meeting questions, and make comments on, the accounts and on the management of the Company; and
- ask the Auditor, or their representatives, questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the Auditor in relation to the conduct of the audit.

No formal resolution to adopt the Annual Report will be put to the Shareholders at the Annual General Meeting.

The Chair will also allow a reasonable opportunity for the Auditor, or their representative, to answer any written questions submitted to the Auditor under section 250PA of the Corporations Act. Shareholders who are unable to attend the Annual General Meeting can submit written questions to the Auditor before the Annual General Meeting in relation to:

- the content of the Auditor's Report; or
- the conduct of the audit of the Annual Report to be considered at the Annual General Meeting.

The questions must be submitted no later than five (5) business days before the Annual General Meeting (no later than Thursday, 23 November 2017) to the Company Secretary.

The Annual Report is now available on the Company's website via the following link: www.tomizone.com

Resolution 1 ADOPTION OF 2017 REMUNERATION REPORT

Section 250R(2) of the Corporations Act requires the Company to put to its Shareholders a resolution that the Company's Remuneration Report be adopted.

The Remuneration Report is set out in the 2017 Annual Report and is also available on the Company's website (www.tomizone.com).

The Remuneration Report:

- sets out the remuneration arrangements for each Director and any service agreements;
- explains the Board's policies in relation to the objectives and structure of remuneration paid to Directors; and
- provides details of any equity-based compensation.

The Directors consider the Company's remuneration policies and structures, as outlined in the Remuneration Report, are appropriate for the size of the Company, its business and objectives.

In accordance with section 250SA of the Corporations Act, Shareholders will be given an opportunity by the Chairman at the Annual General Meeting to ask the Directors questions about, or make comments on, the 2017 Remuneration Report.

The vote on this Resolution is advisory only and does not bind the Directors of the Company to the outcome passed. However, if at least 25% of the votes cast are against adoption of the Remuneration Report at two consecutive annual general meetings, the Company will be required to put a resolution to the second Annual General Meeting (**Spill Resolution**), to approve calling a general meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must then convene a Spill Meeting within 90 days of the second Annual General Meeting. All of the Directors who were in office when the applicable Directors' Report was approved, other than the Managing Director, will need to stand for re-election at the Spill Meeting if they wish to continue as Directors.

The Remuneration Report for the financial year ended 30 June 2016 did not receive a vote of more than 25% against its adoption at the Company's last annual general meeting held on 30 November 2016. Accordingly, if at least 25% of the votes cast on Resolution 1 are against adoption of the Remuneration Report it will not result in the Company putting a Spill Resolution to Shareholders.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and any service agreements and sets out the details of any equity based compensation. The Chair will give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters may not vote on this Resolution and may not cast a vote as proxy, unless the appointment gives a direction on how to vote or the proxy is given to the Chair and expressly authorises the Chair to exercise your proxy, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. The Chair intends to use any such proxies to vote in favour of the Resolution. In exceptional circumstances, the Chair of the Meeting may change his voting intention on Resolution 1, in which case an ASX announcement will be made.

Shareholders are urged to carefully read the Proxy Form and provide a direction to the proxy on how to vote on this Resolution.

Resolution 2 ELECTION OF DIRECTORS

The Company's Board Charter ensures that, at all times, there is an appropriate mix of skills and experience on the Board in order to provide the necessary knowledge required to meet the Company's objective.

Resolutions 2.1, 2.2 and 2.3 seek approval for the election of Mr Ian Bailey as a non-executive Director and Chairman of the Company, Mr Maxim Carling as non-executive Director of the Company and Mr Matt Adams as a non-executive Director of the Company.

Listing Rule 14.4 and clause 13.4 of the Company's Constitution provide that the Directors may at any time appoint a person to be a Director of the Company, either to fill a casual vacancy, or as an addition to the existing Directors, but so that the total number of Directors does not exceed the maximum number specified by the Constitution. Any Director so appointed holds office only until the Company's next annual general meeting. If the appointment is not confirmed at the Company's next annual general meeting, the person ceases to be a Director of the Company.

Accordingly, Messrs Bailey, Adams and Carling retire from the Board and, being eligible, offer themselves for election. If Resolutions 2.1 to 2.3 are approved, the election of Messrs Bailey, Adams and Carling will take effect at the conclusion of the 2017 Annual General Meeting.

The expertise and experience of Messrs Bailey, Adams and Carling is set out below.

Recommendation of Board

The Board (with Messrs Bailey, Adams and Carling abstaining) recommend that Shareholders vote **in favour** of Resolutions 2.1, 2.2 and 2.3, respectively, because of the skills, experience and knowledge that Messrs Bailey, Adams and Carling will be able to bring to the Company.

2.1 ELECTION OF MR IAN BAILEY

Non-executive Director and Chairman

Appointed on 3 July 2017

Qualifications

Diploma of Business Management

Certificate in Business Management

Experience and expertise

Mr Bailey is the principal of River Horse Consulting Limited, Director of Hippo Trustee Limited and the previous Managing Director of ASX-listed company FE Investments Group Limited.

Mr Bailey joined the Board as an additional Director on 3 July 2017.

Mr Bailey specialises in start-up and established technology companies, and has extensive experience in payments and EFTPOS, POS systems, software development, product development, company restructuring and management, and company governance.

Mr Bailey has had extensive experience in both the New Zealand and Australian markets, particularly in the payments (EFTPOS), merchant POS (hardware and software) technology and telecommunications sectors. In addition, he has been involved in the listing and management of two companies listed on the New Zealand Securities Exchange and the listing and management of an ASX-listed company.

Mr Bailey has strong background and qualifications in technology, management, sales and marketing. His qualifications include a Diploma in Electronic Computer Servicing, an Electronics Technician Certificate from Auckland Technical Institute, completion of units in Marketing from the University of Auckland and a Certificate in Business Management from the Australian Institute of Management. He has also completed Director courses from the Institute of Directors (NZ).

He is a Chartered member of the New Zealand Institute of Directors and an Affiliate of the Australian Institute of Directors.

Independence

If elected, the Board does not consider Mr Bailey to be an independent Director as he is a substantial shareholder of the Company.

However, when the Chairman is a significant driver behind the business and is a sizeable shareholder, the Board believes value is added to the Company as the Chairman has a vested interest to develop a cohesive Board which operates effectively in protecting shareholders' interests and maintaining strong relationships with the other Directors and the senior team.

2.2 ELECTION OF MR MATT ADAMS

Managing Director

Appointed on 3 July 2017 as a non-executive Director

Qualifications

B.Com, Accounting and Business Law

Masters, Applied Finance and Valuation from FINSIA

Experience and expertise

Mr Adams is an experienced financial professional with over 20 years' experience in executive management positions. Mr Adams was a partner in mid-sized chartered accounting firm Taylor Woodings for over 10 years until its acquisition by FTI Consulting (a NYSE listed consulted firm) upon which Mr Adams was appointed Senior Managing Director of FTI Consulting. In late 2014, Mr Adams left FTI Consulting and founded the boutique corporate advisory firm, Dynamic Corporate Investments of which he is Managing Director.

Mr Adams brings extensive experience in growth strategies, operational efficiency consulting, corporate governance and capital structuring. Mr Adams has qualified as a Chartered Accountant and has worked in executive roles in both public and private companies. Mr Adams has overseen the restructuring and recapitalisation of several listed companies, including asset sale and business carve-outs, capital and debt re-organisation and operational optimisation. In addition, Mr Adams has strong networks within the equity, hedge fund and banking sectors.

Independence

If elected, the Board does consider Mr Adams to be an independent Director.

2.3 ELECTION OF MR MAXIM CARLING

Non-executive Director

Appointed on 1 September 2017

Qualifications

B Com, Economics

BA, Accountancy

Experience and expertise

Mr Carling is an experienced corporate advisor, company director and the founding director of Carling Capital Partners (CPP) AFSL 279022, an independent, relationship-based merchant banking and strategic corporate advisory firm.

The firm provides merchant banking and corporate advisory services for private and public companies in the small to medium sized corporate market and has an extensive and wide ranging investor base.

Mr Carling has broad commercial experience, having worked in the banking, finance and accounting industries for more than 35 years and has direct industry experience as the finance director of a group of public and private companies. His roles have included acting as an adviser, principal, promoter and debt and equity underwriter.

During the past ten years, Mr Carling has been a director of Drillsearch Energy Limited, managing director of Elysium Resources Limited and chairman of unlisted Burruga Copper Limited, whilst continuing as chairman of CCP.

Independence

If elected, the Board does consider Mr Carling to be an independent Director.

Prior to Messrs Bailey, Adams and Carling submitting themselves for election, they acknowledged to the Company that they would have sufficient time to properly fulfil their duties to the Company.

Resolutions 3 to 7 RATIFICATION OF PRIOR SHARE ISSUES

General

ASX Listing Rule 7.4 enables the Company to ratify an issue of securities made without prior Shareholder approval under Listing Rule 7.1 if:

- the issue of Shares did not breach Listing Rule 7.1; and
- Shareholders subsequently approve the issue of those securities by the Company.

The effect of the ratification is to restore the Company's maximum discretionary power to issue further Shares up to 15% of the issued capital of the Company without requiring Shareholder approval.

Resolutions 3 to 7 seeks Shareholder approval pursuant to ASX Listing Rule 7.4 for the issue of 21,855,555 Shares in the capital of the Company that have already been issued.

The Board is allowed to issue up to 15% of its issued capital without Shareholder approval each 12 months in accordance with Listing Rule 7.1.

In accordance with ASX Listing Rule 7.4, if the Shares the subject of Resolutions 3 to 7 are approved by Shareholders, the effect of such approval is to allow the Board to issue up to a further 15% of its issued capital without Shareholder approval.

The Company confirms the issue of the 21,855,555 Shares the subject of Resolutions 3 to 7 did not, at any time, breach ASX Listing Rule 7.1.

If Resolutions 3 to 7 are not approved by Shareholders at the Annual General Meeting, the issues will remain valid and effective, however, the number of Equity Securities the Company may issue over the next 12 month period without prior Shareholder approval will be fewer. This may reduce the Company's ability to manage future capital requirements.

Resolution 3 RATIFICATION OF ISSUE OF 444,445 SHARES

On 10 January 2017, the Company announced an equity placement of the Company's Shares to a group of strategic investors, with the placement being issued in two (2) tranches. The first tranche of 10,666,665 Shares (**Tranche 1**) was completed on that day. The Tranche 1 placement was subsequently ratified by Shareholders at an extraordinary general meeting held on 28 April 2017. The second tranche of 444,445 Shares (**Tranche 2**) was completed on 4 July 2017.

A summary of ASX Listing Rule 7.1 is set out above.

Information required by ASX Listing Rule 7.5

Pursuant to, and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the ratification of the Tranche 2 placement Shares:

- 444,445 Shares were issued;
- the issue price per Share was 9 cents (\$0.09) each;
- the Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing fully paid ordinary Shares on issue;
- the Shares were issued to a strategic group of sophisticated investors, none of whom are related parties of the Company;
- funds totalling \$40,000 (before costs) were employed towards general corporate purposes; and

- a voting exclusion statement is included in the Notice.

Recommendation of Board

If Resolution 3 is passed, the 15% placement capacity imposed by ASX Listing Rule 7.1 will be renewed to the extent of the ratification, which provides the Board with greater flexibility to issue Shares. As such, the Directors unanimously recommend Shareholders vote **in favour** of Resolution 3.

Resolution 4 RATIFICATION OF ISSUE OF 13,333,332 SHARES

General

On 4 July 2017, the Company announced an equity placement of 13,333,332 Shares to sophisticated and professional investors to raise working capital funds of \$200,000. The Shares were issued under the Company's 15% placement capacity permitted under ASX Listing Rule 7.1. The Company seeks to have this Share issue ratified to "top up" the Company's 15% placement capacity.

A summary of ASX Listing Rule 7.1 is set out above.

Information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the ratification:

- 13,333,332 Shares were issued;
- the issue price per Share was 1.5 cents (\$0.015) each;
- the Shares issued were 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 Shares were issued to sophisticated and professional investors, none of whom are related parties of the Company;
- funds totalling \$200,000 (before costs) were employed towards redeeming existing Convertible Notes and general corporate purposes; and
- a voting exclusion statement is included in the Notice.

Recommendation of Board

If Resolution 4 is passed, the 15% placement capacity under ASX Listing Rule 7.1 will be renewed to the extent of the ratification, which provides the Board with greater flexibility to issue Shares. As such, the Directors unanimously recommend Shareholders vote **in favour** of Resolution 4.

Resolution 5 RATIFICATION OF ISSUE OF 1,333,333 SHARES

On 4 July 2017, the Company announced a 1-for-1 non-renounceable pro-rata entitlement offer (**Entitlement Offer**). The Entitlement Offer was partially underwritten by a group of underwriters for up to \$1.72 million of the Entitlement Offer.

Copper Limited (**Copper**), an entity known to the Company, but which is not a related of the Company, was approached to be an underwriter to the Entitlement Offer. Copper's maximum underwriting commitment under the Entitlement Offer was \$400,000. Upon accepting the underwriting commitment, the Company and Copper signed an underwriting agreement (**Underwriting Agreement**).

In accordance with clause 4 of the Underwriting Agreement, Copper is entitled to an underwriting fee equal to 4% of its underwriting commitment under the Underwriting Agreement, to be satisfied by the issue of Shares at an issue price of \$0.015 per Share.

In addition, Copper participated in the Entitlement Offer, pursuant to a subscription agreement, and acquired \$100,000 worth of Shares. Under the Underwriting Agreement, Copper was entitled to a fee equivalent to 4% of its entitlement commitment.

Copper's total capital commitment under the Entitlement Offer was \$500,000, comprising an underwriting commitment of \$400,000, plus an entitlement commitment of \$100,000. Under the terms of the Underwriting Agreement, Copper was therefore entitled to an underwriting fee equal to \$20,000 (being 4% of \$500,000) (Underwriting Fee). The Underwriting Fee was satisfied by the issue of 1,333,333 Shares to Copper under the Company's 15% placement capacity on 12 September 2017. The Company seeks to have these Shares ratified to "top up" the Company's 15% placement capacity.

A summary of ASX Listing Rule 7.1 is set out above.

Information required by ASX Listing Rule 7.5

Pursuant to, and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the ratification:

- 1,333,333 Shares were issued;
- the issue price per Share was 1.5 cents (\$0.015) being the issue price under the Entitlement Offer;
- the Shares issued were 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 Shares were issued to Copper, a known, but not related party of the Company;
- no funds were raised as the Shares were issued in satisfaction of the underwriting services provided by Copper in relation to the Entitlement Offer; and
- a voting exclusion statement is included in the Notice.

Recommendation of Board

If Resolution 5 is passed, the 15% placement capacity under ASX Listing Rule 7.1 will be renewed to the extent of the ratification, which provides the Board with greater flexibility to issue Shares. As such, the Directors unanimously recommend Shareholders vote **in favour** of Resolution 5.

Resolution 6

Ratification of issue of 77,778 Shares

On the 12 September 2017, the Company announced a one-off issue of 77,778 Shares to the Company's Financial Controller, Mr Brett Neilson.

The employment contract of Mr Neilson, had a provision allowing the Company to issue Shares to Mr Neilson as a "salary sacrifice". The previous Board made the decision to issue Shares to Mr Neilson in lieu of \$7,000 salary.

A summary of ASX Listing Rule 7.1 is set out above.

Information required by ASX Listing Rule 7.5

Pursuant to, and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the ratification:

- 77,778 Shares were issued;
- the issue price per Share was 9 cents (\$0.09) each;
- The Shares issued were 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 Shares were issued to Mr Brett Neilson, the Company's Financial Controller, who is a known, but not related party, of the Company;
- no funds were raised from this issue as the Shares were issued as a salary sacrifice to Mr Neilson; and
- a voting exclusion statement is included in the Notice.

Recommendation of Board

If Resolution 6 is passed, the 15% placement capacity under ASX Listing Rule 7.1 will be renewed to the extent of the ratification, which provides the Board with greater flexibility to issue Shares. As such, the Directors unanimously recommend Shareholders vote **in favour** of Resolution 6.

Resolution 7 RATIFICATION OF ISSUE OF 6,666,667 SHARES

On 9 October 2017, the Company announced the completion of the acquisition of Bluesky Online Services Limited (**Bluesky**) and the issue of consideration shares under the Company's 15% placement capacity.

Bluesky is an unlisted New Zealand private company with operations based solely in New Zealand. Bluesky delivers traditional information technology products via the internet.

After several months of negotiations by the Company's Chairman, Tomizone entered into an asset sale agreement (**ASA**) with the Bluesky vendors, whereby Tomizone would acquire 100% of the business and assets of Bluesky.

The total consideration as per the ASA for the acquisition of the assets and business of Bluesky was satisfied through the issue of 6,666,667 Tomizone Shares and NZ\$150,000 upfront cash payment.

The Company seeks to have these Shares approved to "top up" the Company's 15% placement capacity.

A summary of ASX Listing Rule 7.1 is set out above.

Information required by ASX Listing Rule 7.5

Pursuant to, and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the ratification:

- 6,666,667 Shares were issued;
- the Shares were issued at an issue price of 1.5 cents (\$0.015) each;
- the Shares issued were 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 Shares were issued to 80 Days Limited, who is not a related party of the Company; and
- no funds were raised from this issue as the Shares were issued in consideration for the acquisition of the assets and business of Bluesky.
- a voting exclusion statement is included in the Notice.

Recommendation of Board

If Resolution 7 is passed, the 15% placement capacity under ASX Listing Rule 7.1 will be renewed to the extent of the ratification, which provides the Board with greater flexibility to issue Shares. As such, the Directors unanimously recommend Shareholders vote **in favour** of Resolution 7.

Resolution 8 ISSUE OF UP TO 125,000 SHARES

Resolution 8 seeks Shareholder approval for the purpose of ASX Listing Rule 7.1 and for all other purposes for the issue of a maximum of 125,000 Shares at an issue price of \$0.048 each.

The contract of employment of Mr Saurabh Madan, Head of Sales, APAC, includes a provision allowing the Company to issue Shares to Mr Madan as a “salary sacrifice”. Pursuant to the Employment Contract, the Board made the decision to issue Shares to Mr Madan in lieu of \$6,000 salary.

A summary of ASX Listing Rule 7.1 is set out above.

As noted above, ASX Listing Rule 7.1 requires Shareholder approval for the proposed issue of securities in the Company. ASX Listing Rule 7.1 broadly provides, subject to certain exceptions, that Shareholder approval is required for any issue of securities by a listed company, where the securities proposed to be issued represent more than 15% of the Company's securities then on issue.

Information required by ASX Listing Rule 7.3

Pursuant to, and in accordance with, ASX Listing Rule 7.3, the following information is provided in relation to Resolution 8:

- the maximum number of Shares the Company can issue is 125,000;
- the Shares will be issued no later than 3 months after the date of the Meeting, unless otherwise extended by way of ASX granting a waiver to the ASX Listing Rules;
- the Shares will be issued at an issue price is 4.8 cents (\$0.048) each;
- the Shares will be issued to Mr Saurabh Madan (or his nominee);
- the Shares issued 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;
- no funds will be raised from the issue as the Shares will be issued in lieu of a \$6,000 salary sacrifice over the first twelve (12) months of Mr Madan's employment;
- the Shares will be issued on one date; and
- a voting exclusion statement is included in the Notice.

Recommendation of Board

The Directors recommend that all Shareholders vote **in favour** of Resolution 8, as it will provide the Board with flexibility to issue further Shares under the Company's 15% placement capacity.

Background to Resolutions 9 to 12

On the 4 July 2017, the Company announced a 1-for-1 non-renounceable pro-rata entitlement offer (**Entitlement Offer**).

The Entitlement Offer was partially underwritten by, amongst others;

- holders of Convertible Notes that are unrelated parties (**Unrelated Bondholders**);

- Bluewater Diving Limited, an unrelated party (**Blue Water**);
- Hippo Trustee Limited, a related party of the Company (an entity associated with Mr Ian Bailey, a Director of the Company) (**Hippo**); and
- holders of Convertible Notes who are related parties of the Company (**Related Bondholders**).

The Company, Unrelated Bondholders and Related Bondholders agreed to redeem 20% of all outstanding Convertible Notes on the condition that half of the redemption amount would form part of the underwriting to the Entitlement Offer. It was also agreed that the Unrelated Bondholders and Related Bondholders are entitled to receive a total of 28,000,000 Unlisted Options in connection with the redemption and the underwriting.

Under the underwriting arrangements Blue Water and Hippo are entitled to receive their underwriting fees (being 4% of their respective underwriting commitment) as Shares.

In addition, each of Blue Water and Hippo will be entitled to a separate fee equivalent to 4% of the \$100,000 which was committed by each of Blue Water and Hippo, in their capacity as sophisticated investors in accordance with a subscription agreement.

Resolutions 9 and 12 respectively seek Shareholder approval pursuant to Listing Rule 7.1 (a summary of ASX Listing Rule 7.1 is set out above) and Listing Rule 10.11 for the issue of 16,913,636 Unlisted Options to the Unrelated Bondholders and 11,086,364 Unlisted Options to the Related Bondholders.

Resolutions 10 and 11 respectively seek Shareholder approval pursuant to Listing Rule 7.1 (a summary of ASX Listing Rule 7.1 is set out above) and Listing Rule 10.11 for the issue of 1,333,333 Shares to Blue Water (an unrelated party of the Company) and 1,600,000 Shares to Hippo (a related party of the Company).

Resolution 9 Approval to issue Unlisted Options to Unrelated Bondholders

Resolution 9 seeks Shareholder approval for the purpose of Listing Rule 7.1 and for all other purposes for the issue of 16,913,636 Unlisted Options for non-cash consideration.

The number of Unlisted Options that each Unrelated Bondholder is entitled to, is set out in the table below:

	Total Underwritten	Number of Unlisted Options
FE Investments Ltd	\$185,845	12,389,667
RIO Capital Group Pty Limited	\$20,000	1,333,333
Muxian Zhang	\$25,000	1,666,667
Roger Charles Hurst	\$16,589	1,105,938
Solar Capital Limited	\$6,270	418,031
TOTAL	\$253,704	16,913,636

The key terms of the Unlisted Options are detailed in Annexure B.

If Shareholders approve Resolution 9 the Unlisted Options will be issued without using the Company's annual placement capacity. The Company would like to retain the flexibility to issue equity securities in the future under the 15% annual placement capacity.

If Shareholders approve Resolution 9 the Shares issued on exercise of the Unlisted Options will also be issued without using the Company's placement capacity, in reliance of the exception in ASX Listing Rule 7.2 (Exception 4).

If Shareholders do not approve the issue of the Unlisted Options pursuant to Listing Rule 7.1 then:

- the issue of Unlisted Options will be counted in the Company's annual placement capacity and if the annual placement capacity is insufficient it may be necessary for the Company to:

- i. reduce the number of Unlisted Options to be issued; or
 - ii. stagger the issue of Unlisted Options to fit within its 15% annual placement capacity under Listing Rule 7.1 from time to time; and
- (b) it may also be necessary for the Company to seek Shareholder approval at the time of exercise of the Unlisted Options before the Shares to be issued upon exercise can be issued, if the Company has insufficient capacity to do so within its 15% capacity under Listing Rule 7.1 at that time.

As noted above, Listing Rule 7.1 requires Shareholder approval for the proposed issue of securities in the Company. Listing Rule 7.1 broadly provides, subject to certain exceptions, that Shareholder approval is required for any issue of securities by a listed company, where the securities proposed to be issued represent more than 15% of the Company's securities then on issue.

Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information in relation to the Unlisted Options is provided:

1. A maximum of 16,913,636 Unlisted Options will be issued. The number of Shares issued upon the exercise of the issued Unlisted Options will vary depending on the number of option holders electing to exercise the Unlisted Options. In any event, the maximum number of Shares that will be issued on exercise of the Unlisted Options will be 16,913,636;
2. The Unlisted Options will be issued to Unrelated Bondholders as per the table above;
3. The Unlisted Options will be issued as soon as practicable, but in any event will be issued to the Unrelated Bondholders on the same date which will be no later than three (3) months from the date of the Annual General Meeting. The Shares to be issued on exercise of the Unlisted Options may occur progressively;
4. The Unrelated Bondholders will not be required to pay for the Unlisted Options at the time of issue as the Options have no issue price; they are being issued in recognition of Bondholder's commitment to partially underwrite the entitlement offer, therefore no funds will be raised from this issue. Should the share price exceed the \$0.10 exercise price and the Options are exercised; any funds raised will be used for corporate purposes;
5. The terms of the Unlisted Options are as per Annexure B. Shares issued on exercise of the Unlisted Options will have the same terms and rank equally in all respects with existing Shares in the Company that are on issue;
6. A voting exclusion statement is included in the Notice.

Recommendation of Board

The Directors recommend to all Shareholders that they vote **in favour** of Resolution 9 as it will provide flexibility to be able to issue further Securities under the Company's 15% placement.

Resolution 10

Approval to issue Shares to Blue Water Diving Limited

Resolution 10 seeks Shareholder approval for the purpose of Listing Rule 7.1 and for all other purposes for the issue of 1,333,333 Shares (at a deemed issue price of \$0.015 per Share) to Blue Water as an underwriter of the Entitlement Offer.

Blue Water, an entity known to the Company but not related was approached to partially underwrite the Entitlement Offer. Upon accepting the commitment, the Company and Blue Water signed an Underwriting Agreement.

In accordance with clause 4 of the Underwriting Agreement, Blue Water is entitled to an underwriting fee being 4% of the underwriting commitment to be satisfied by the issue of Shares at the offer price which will be issued utilising the Company's capacity under Listing Rule 7.1 and if required, with Shareholder approval.

In addition, Blue Water will be entitled to a separate fee equivalent to 4% of the \$100,000 which was committed by Blue Water, in its capacity as a sophisticated investor in accordance with a subscription agreement.

Blue Waters total cash commitment was \$500,000 being an underwriting commitment of \$400,000 plus an entitlement commitment of \$100,000. This equals an underwriting fee of \$20,000 (\$500,000 at 4%) at the offer price of 1.5 cents satisfied by the issue of 1,333,333 Shares.

As noted above, Listing Rule 7.1 requires Shareholder approval for the proposed issue of securities in the Company. Listing Rule 7.1 broadly provides, subject to certain exceptions, that Shareholder approval is required for any issue of securities by a listed company, where the securities proposed to be issued represent more than 15% of the Company's securities then on issue.

The following information in relation to the Shares to be issued is provided to Shareholders for the purposes of Listing Rule 7.3:

1. a maximum of 1,333,333 fully paid Ordinary Shares will be issued;
2. the Shares will be issued to Blue Water (and/or its nominee);
3. the Shares will be issued as soon as practicable, but in any event will be issued to Blue Water on the same date which will be no later than three (3) months from the date of the Annual General Meeting (or such longer period of time as ASX may, in its discretion, allow pursuant to a waiver of ASX Listing Rule 7.3.2);
4. the Shares will be issued at a deemed price of 1.5 cents per Share and will rank equally in all respects with the existing fully paid ordinary Shares on issue;
5. the Shares will be issued in satisfaction of underwriting fees owed in accordance with clause 4 of the Underwriting Agreement and the Entitlement Offer commitment in accordance with the subscription agreement. Accordingly no funds will be raised by the issue of Shares to Blue Water; and
6. A voting exclusion statement is included in the Notice.

Recommendation of Board

The Directors recommend to all Shareholders that they vote **in favour** of Resolution 10 as it will provide flexibility to be able to issue further Securities under the Company's 15% placement capacity.

Additional Background to Resolutions 11 and 12 – Issues to Related Bondholders

In addition to Listing 7.1, Listing Rule 10.11 requires Shareholder approval for the issue of Securities to a related party.

Resolutions 11 and 12 contemplate the issue of fully paid Ordinary Shares and Unlisted Options to Hippo, One Managed Investment Funds Ltd, Taronga Group Holdings Pty Limited and Value Creation Technologies Limited respectively who are all related parties to the Company:

- Mr Ian Bailey, Non-Executive Director and Chairman is a director and beneficiary of Hippo.
- Mr Eric Chan, a former director (who resigned on 1 September 2017) is a director and beneficiary of One Managed Investment Funds Ltd.

- Mr Avikashan Naidu, a former director (who resigned on 1 September 2017) is a director and beneficiary of Taronga Group Holdings Pty Limited.
- Mr Tarun Parbhu Kanji, a former director (who resigned on 3 July 2017) is a director and beneficiary of Value Creation Technologies Limited

The Company entered into an Underwriting Agreement (**Agreement**) with Hippo to be a partial underwriter to the entitlement offer. Under the terms of the Agreement, Hippo will receive an underwriting fee of 4% of the underwriting commitment to be satisfied by the issue of Shares.

In addition, Hippo will be entitled to a separate fee equivalent to 4% of the \$100,000 which was committed by the Underwriter, in their capacity as a sophisticated investor in accordance with the subscription agreement.

Hippo's total cash commitment was \$600,000 being an underwriting commitment of \$500,000 plus an entitlement commitment of \$100,000. This equals an underwriting fee of \$24,000 (\$600,000 at 4%) at the offer price of 1.5 cents to be satisfied, subject to Shareholder approval, by the issue of 1,600,000 Shares.

The Company also entered into an agreement with the Related Bondholders, where it was agreed that, pursuant to the entitlement offer, each Related Bondholder would receive one (1) unlisted option for every 1.5 cents underwritten.

It was agreed that, subject to Shareholder approval, One Managed Investment Funds Pty Ltd, Taronga Group Holdings Pty Limited and Value Creation Technologies Limited will receive the following Unlisted Options with terms and conditions detailed in Annexure A:

	Total Underwritten	Number of Unlisted Options
One Managed Investment Funds Ltd	\$152,695	10,179,656
Taronga Group Holdings Pty Limited	\$6,409	427,294
Value Creation Technologies Limited	\$7,191	479,414
Total	\$166,295	11,086,364

Section 208 of the Corporation Act

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

Pursuant to section 228(4) of the Corporations Act, Hippo, Once Managed Investment Funds, Taronga Group Holdings Pty Limited and Value Creation Technologies Limited are related parties of the Company.

The Board has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of the Shares and Unlisted Options as the exception in section 210 of the Corporations Act applies. The Shares and Unlisted Options were negotiated on commercial terms at an arm's length basis.

ASX Listing Rule 10.11

In accordance with Listing Rule 10.11, the Company must not issue securities to a related party of the Company unless it obtains Shareholder approval.

Pursuant to Listing 7.2, exception 14, the effect of passing Resolutions 11 and 12 will be to allow the Company to issue the 1,600,000 Shares to Hippo (and/or its nominee), 10,179,656 Unlisted Options to One Managed Investment Funds Ltd (and/or its nominee), 427,294 Unlisted Options to Taronga Group Holdings Pty Limited (and/or its nominee) and 479,414 Unlisted Options to Value Creation Technologies Limited without using up the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 11

Approval to issue Shares to Hippo Trustee Limited

The Company proposes to issue a total of 1,600,000 fully paid ordinary Shares for non-cash consideration (at a deemed price of \$0.015 per Share) to Hippo due to the circumstances detailed above.

Technical information required by ASX Listing Rule 10.11

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolution 11:

1. 1,600,000 fully paid Ordinary Shares will be issued
2. The Ordinary Shares will be issued to Hippo (and/or its nominee);
3. The Ordinary Shares will be issued no later than one (1) month after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated that the issue of Shares to Hippo (and/or its nominee) will occur on the same date;
4. The Ordinary Shares will be issued at a deemed price of 1.5 cents per Ordinary Share and will rank equally with the existing fully paid Ordinary Shares from the date of issue;
5. The Ordinary Shares will be issued in satisfaction of underwriting fees owed in accordance with clause 4 of the Underwriting Agreement and the Entitlement Offer commitment in accordance with the subscription agreement; accordingly no funds will be raised; and

There is no other information known to the Directors that is reasonably required by Shareholders to make a decision whether or not it is in the Company's interest to pass Resolution 11.

Voting

Note that a voting exclusion applies to Resolution 11 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters may not vote on this Resolution and may not cast a vote as proxy, unless the appointment gives a direction on how to vote or the proxy is given to the Chair and expressly authorises the Chair to exercise your proxy, even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. The Chair intends to use any such proxies to vote in favour of the Resolutions.

Recommendation of Board

Neither Mr Bailey and/or Hippo wish to make a recommendation to Shareholders in respect of Resolution 11 because both have a material interest in the outcome of the Resolution. However, the remainder of the Board recommends that Shareholder vote **in favour** of Resolution 11 as they believe the increased shareholdings of Hippo and therefore of Mr Ian Bailey provides further incentive to enhance the future value of the Company for all Shareholders. Furthermore, by Hippo agreeing to receive underwriting fee in Shares rather than cash resulted in the preservation of the Company's cash resources.

Resolution 12.1

Approval to issue Unlisted Options to One Managed Investment Funds Pty Ltd

The Company proposes to issue a total of 10,179,656 Unlisted Options for non-cash consideration (at a deemed price of \$0.015 per Share) to One Managed Investment Funds Pty Ltd due to the circumstances detailed above.

Technical information required by ASX Listing Rule 10.11

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolution 12.1:

1. 10,179,656 Unlisted Options will be issued. The number of Shares will vary depending on the number of Unlisted Options One Managed Investment Funds Ltd elect to exercise at any one time.

In any event, the maximum number of Shares that will be issued on exercise of the Unlisted Options will be 10,179,656;

2. The Unlisted Options will be issued to One Managed Investment Funds Ltd (and/or its nominee);
3. The Unlisted Options will be issued no later than one (1) month after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated that the issue of the Unlisted Options to One Managed Investment Funds Ltd (and/or its nominee) will occur on the same date. The Shares to be issued on exercise of the Unlisted Options may occur progressively;
4. No funds will be raised from the issue of the Unlisted Options as they are being issued as consideration for One Managed Investment Funds Ltd's commitment to partially underwriting the entitlement offer. The exercise price of each Unlisted Options is \$0.10 and any funds raised from the exercise of the Unlisted Options will be used for corporate purposes;
5. The terms of the Unlisted Options are as per Annexure A. Shares issued on exercise of the Unlisted Options will have the same terms and rank equally in all respects with existing Ordinary Shares that are on issue; and

There is no other information known to the Directors that is reasonably required by Shareholders to make a decision whether or not it is in the Company's interest to pass the resolution the subject of Resolution 12.1.

Recommendation of Board

The Board recommends that Shareholder vote **in favour** of Resolution 12.1 as it will provide flexibility to be able to issue further Securities under the Company's 15% placement capacity.

Resolution 12.2

Approval to issue Unlisted Options to Taronga Group Holdings Pty Limited

The Company proposes to issue a total of 427,294 Unlisted Options for non-cash consideration (at a deemed price of \$0.015 per Share) to Taronga Group Holdings Pty Limited due to the circumstances detailed above.

Technical information required by ASX Listing Rule 10.11

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolution 12.2:

1. 427,294 Unlisted Options will be issued. The number of Shares will vary depending on the number of Unlisted Options Taronga Group Holdings Pty Limited elect to exercise at any one time. In any event, the maximum number of Shares that will be issued on exercise of the Unlisted Options will be 427,294;
2. The Unlisted Options will be issued to Taronga Group Holdings Pty Limited (and/or its nominee);
3. The Unlisted Options will be issued no later than one (1) month after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated that the issue of the Unlisted Options to Taronga Group Holdings Pty Limited (and/or its nominee) will occur on the same date. The Shares to be issued on exercise of the Unlisted Options may occur progressively;
4. No funds will be raised from the issue of the Unlisted Options as they are being issued as consideration for Taronga Group Holdings Pty Limited's commitment to partially underwriting the entitlement offer. The exercise price of each Unlisted Options is \$0.10 and any funds raised from the exercise of the Unlisted Options will be used for corporate purposes;
5. The terms of the Unlisted Options are as per Annexure A. Shares issued on exercise of the Unlisted Options will have the same terms and rank equally in all respects with existing Ordinary Shares that are on issue; and

There is no other information known to the Directors that is reasonably required by Shareholders to make a decision whether or not it is in the Company's interest to pass the resolution the subject of Resolution 12.2.

Recommendation of Board

The Board recommends that Shareholder vote **in favour** of Resolution 12.2 as it will provide flexibility to be able to issue further Securities under the Company's 15% placement capacity.

Resolution 12.3

Approval to issue Unlisted Options to Value Creation Technologies Limited

The Company proposes to issue a total of 479,414 Unlisted Options for non-cash consideration (at a deemed price of \$0.015 per Share) to Value Creation Technologies Limited in satisfaction of its underwriting fee in respect of the Entitlement Offer.

Technical information required by ASX Listing Rule 10.11

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolution 12.3:

1. 479,414 Unlisted Options will be issued. The number of Shares will vary depending on the number of Unlisted Options Value Creation Technologies Limited elect to exercise at any one time. In any event, the maximum number of Shares that will be issued on exercise of the Unlisted Options will be 479,414;
2. The Unlisted Options will be issued to Value Creation Technologies Limited (and/or its nominee);
3. The Unlisted Options will be issued no later than one (1) month after the date of the Annual General Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated that the issue of the Unlisted Options to Value Creation Technologies Limited (and/or its nominee) will occur on the same date. The Shares to be issued on exercise of the Unlisted Options may occur progressively;
4. No funds will be raised from the issue of the Unlisted Options as they are being issued as consideration for Value Creation Technologies Limited's commitment to partially underwriting the entitlement offer. The exercise price of each Unlisted Options is \$0.10 and any funds raised from the exercise of the Unlisted Options will be used for corporate purposes;
5. The terms of the Unlisted Options are as per Annexure B. Shares issued on exercise of the Unlisted Options will have the same terms and rank equally in all respects with existing Ordinary Shares that are on issue; and

There is no other information known to the Directors that is reasonably required by Shareholders to make a decision whether or not it is in the Company's interest to pass the resolution the subject of Resolution 12.3.

Recommendation of Board

The Board recommends that Shareholder vote **in favour** of Resolution 12.3 as it will provide flexibility to be able to issue further Securities under the Company's 15% placement capacity.

Resolution 13

Approval to Issue Shares for a Future Capital Raising

Resolution 13 seeks Shareholder approval for the purpose of Listing Rule 7.1 and for all other purposes for the issue of up to \$2,000,000 worth of new Shares (**Future Placement Shares**) at an issue price per share of not less than 80% of the VWAP of the shares calculated over the last five (5) days on which sales in the shares were recorded before the day on which the Future Placement Shares are issued (or, if there is a prospectus relating to the issue, over the last five days on which sales in the Shares were recorded before the date of the prospectus).

The funds raised from the issue of the Future Placement Shares will be used to retire debt, acquire businesses and general working capital both in Australia and New Zealand.

At this stage, the Company has not committed to undertaking the issue of the Future Placement Shares, nor the price at which the Shares will be issued. However, the Company is seeking Shareholder approval to provide it with flexibility to undertake the placement within three (3) months following the Annual General Meeting without using the Company's placement capacity pursuant to Listing Rule 7.1 or Listing Rule 7.1A.

There will be no changes to the number of Options on issue.

As noted above, Listing Rule 7.1 requires Shareholder approval for the proposed issue of securities in the Company. Listing Rule 7.1 broadly provides, subject to certain exceptions, that Shareholder approval is required for any issue of securities by a listed company, where the securities proposed to be issued represent more than 15% of the Company's securities then on issue.

Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 13:

The number of securities to be issued

Future Placement Shares to a value of up to \$2,000,000 will be issued within three (3) months of the date of the Annual General Meeting.

The maximum number of Shares to be issued is up to that number of shares which, when multiplied by the issue price, equals \$2,000,000.

The issue price of the securities

The Future Placement Shares will be issued for an issue price per Future Placement Share to be determined by the Directors, which shall be not less than 80% of the VWAP of the shares calculated over the last five days on which sales in the shares were recorded before the day on which the Future Placement Shares are issued (or, if there is a prospectus relating to the issue, over the last five days on which sales in the Shares were recorded before the date of the prospectus).

The following examples show potential scenarios of the number of Future Placement Shares which may be issued:

Example 1:

Using the market price of \$0.024 which was the last recorded trade for illustration purposes, the issue price will be not less than 80% of \$0.024 which is \$0.019. Accordingly, the total number of Future Placement Shares that may be issued pursuant to the Shareholder approval would be approximately 105,263,157 (\$2,000,000 divided by \$0.019).

Example 2:

If the last recorded trade price is decreased by 50% which is equal to \$0.012, the issue price will be not less than 80% of \$0.012 which is \$0.0096. Accordingly, the total number of Future Placement Shares that may be issued pursuant to the Shareholder approval would be approximately 208,333,333 (\$2,000,000 divided by \$0.0096).

Example 3:

If the last recorded trade price is increased by 50% which is equal to \$0.036, the issue price will be not less than 80% of \$0.036 which is \$0.029. Accordingly, the total number of Future Placement Shares that may be issued pursuant to the Shareholder approval would be approximately 68,965,517 (\$2,000,000 divided by \$0.029).

Potential Dilution Effect

Based on the current number of shares on issue of 253,383,682 and using the issue price from Example 1, the potential dilution effect on the shareholdings would be as follows:

Current number of shares on issue	253,383,682
Shares to be issued (at issue price of \$0.019)	105,263,157

Dilution factor 41.5% ¹

¹ The dilution factor does not take into account the impact of any exercise of options by any optionholders.

The terms of the securities

The Future Placement Shares will be fully paid Ordinary Shares and rank equally with existing ordinary shares on issue. The Company will apply to the ASX to have the Shares quoted.

The date on which the Company will issue the securities

The Future Placement Shares will be issued no later than 3 months after the date of the 2017 Annual General Meeting (or such later date to the extent permitted by ASX pursuant to any waiver or modification of the Listing Rules).

The Future Placement Shares will be issued progressively.

The name of the person to whom the Company will issue the securities

The Future Placement Shares will be issued to one or more unrelated sophisticated, professional or other investors, to be determined by the Directors.

The Future Placement Shares will not be issued to any recipient who, upon such issue, and in combination with that recipient's associates, would have a Relevant Interest in excess of 19.99% of the Shares in the Company, unless further Shareholder approval is obtained or the issue of Future Placement Shares to that recipient otherwise complies with Chapter 6 of the Corporations Act 2001 (Cth).

Use of funds

The Company will raise up to \$2,000,000 from the issue, which it intends to use to fund acquisitions and general working capital both in Australia and New Zealand.

Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 13.

Background to Resolutions 14 and 15

As announced on the ASX on 27 September 2017, the Company has entered into a formal Share Purchase Agreement (**Agreement**) to acquire 100% of the Shares in Ironman Group Limited (**Ironman**). The acquisition completed on 9 October 2017.

Ironman is an unlisted New Zealand private company with operations solely based in New Zealand. Ironman provides a range of products and services as a "managed services" provider. It has progressively added new products and services to its customer base over the last few years.

Pursuant to the terms of the Agreement, the Company purchased all of the existing Shares in Ironman.

On completion of the Ironman acquisition, Ironman became a wholly owned subsidiary of the Company.

The Ironman vendor, Eftpos Warehouse Limited (**Eftpos**) is not a related party of the Company and will not hold more than 20% in the expanded capital of the Company.

Under the Agreement, the consideration payable by the Company is 9,200,000 Shares and an earn-out to the value of NZD\$600,000 payable in cash or Shares (at the election of the Company) over a five (5) year period, subject to the financial performance of Ironman.

Resolution 14 seeks the approval from Shareholders for the purposes of Listing Rule 7.1 (and for all other purposes) for the initial issue of 9,200,000 Shares, to be held in escrow for two years (**Acquisition Shares**) at a deemed issue price of 1.5 cents (\$0.015) to Eftpos (and/or its nominee) under the Agreement. The Acquisition Shares are being issued as the initial consideration for the Company acquiring 100% of the Shares in Ironman.

Resolution 15 seeks the approval from Shareholders for the purposes of Listing Rule 7.1 (and for all other purposes) for the future issue of up to 36,800,000 Shares (**Earn Out Shares**) to Eftpos (and/or its nominee)

under the Agreement. The Earn Out Shares may be issued in accordance with the formula as extracted from the Agreement below (**Earn Out Formula**) (under which formula, the "Company" is Ironman, and the Buyer is Tomizone Holdings Limited NZ (a wholly owned subsidiary of Tomizone)):

Earn Out Formula and Definitions in the Agreement

The Earn Out Formula is as follows:

- (a) The Earn Out Consideration (if any) in respect of any Earn Out Year, expressed as a whole number of shares in the Issuer and capped at 36,800,000 shares, will be calculated using the following formula:

$$\left[\frac{\left(\frac{\text{Net Profit} - D}{\$2,000,000} \right) \times \$600,000}{\text{VWAP}} \right] - PY$$

where:

Net Profit means the cumulative net profit before tax for the Company as shown in the Earn Out Year Accounts prepared in accordance with Schedule 9 (provided that if Net Profit exceeds D plus \$2million it shall be deemed to equal D plus \$2million and if Net Profit is less than D it shall be deemed to be D;

D is the amount of Financial Indebtedness of the Company at Completion and any and all other debts (as determined by the Buyer acting in good faith) within 30 days following Completion;

PY is the cumulate number of shares in the Issuer issued to the Seller in respect of prior Earn Out Years (if any); and

VWAP is the volume weighted average sale price of Tomizone shares on ASX in the 10 Business Days following the delivery by the Buyer of each Earn Out Year Accounts;

- (b) The Earn Out Consideration must be calculated in accordance with Schedule 9 and will be satisfied by either the issue of shares in the Issuer or payment of cash at the VWAP to the Seller at the election of the Issuer.

Earn Out Period means the period between 1 July 2017 and 30 June 2022.

Schedule 9 of the Agreement provides that the Buyer must, within 90 days after the end of each financial year during the Earn Out Period (**Earn Out Year**):

- (i) prepare financial statements in respect of the Company for the Earn Out Year (**Earn Out Year Accounts**);
- (ii) prepare a statement setting out the Net Profit for the Earn Out Year and a calculation of the Earn Out Consideration, if any, due to the Seller in respect of that Earn Out Year (**Earn Out Statement**); and
- (iii) provide to the Seller Earn Out Year Accounts in respect of the Company for the Earn Out Year and the Earn Out Statement for the Seller's Review.

As noted in the Earn Out Formula above, the Company may elect to satisfy its future obligations under the Earn Out Formula (if any) by way of cash payments.

Resolution 14

Approval to issue Acquisition Shares for the acquisition of Ironman Group Limited

In accordance with Listing Rule 7.1 a summary of which is set out above under Resolution 3 to 7, Shareholder approval is sought to issue the initial Acquisition Shares to Eftpos in consideration of the existing Shares in Ironman, subject to the completion of the conditions precedent.

The Company's obligation is to issue the Acquisition Shares following Shareholder approval and it is the Company's intention to issue the Acquisition Shares as soon as practicable after the 2017 Annual General Meeting.

The effect of Resolution 14 will be to allow the Company to issue the Acquisition Shares during the three (3) month period after the 2017 Annual General Meeting, without using the Company's 15% annual placement capacity, pursuant to Listing Rule 7.1.

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 14:

The number of securities to be issued

A maximum of 9,200,000 Shares are expected to be issued within three (3) months after the date of the Annual General Meeting.

The issue price of the securities

The Acquisition Shares will be issued for nil cash consideration with a deemed issue price of 1.5 cents (\$0.015); no funds will be raised from the issue of the Acquisition Shares.

Potential Dilution Effect

Based on the current number of shares on issue of 253,383,682 the potential dilution effect on the shareholdings would be as follows:

Current number of shares on issue	253,383,682
Shares to be issued (at a deemed issue price of \$0.015)	9,200,000
Dilution factor	3.63% ¹

¹ The dilution factor does not take into account the impact of any exercise of options by any optionholders.

The terms of the securities

The Acquisition Shares will be fully paid Ordinary Shares and rank equally with existing ordinary shares on issue. The Acquisition Shares will be subject to a voluntary escrow period of two (2) years from the date of issue.

The date on which the Company will issue the securities

The Acquisition Shares will be issued no later than 3 months after the date of the 2017 Annual General Meeting (or such later date to the extent permitted by ASX pursuant to any waiver or modification of the Listing Rules).

The Acquisition Shares will be issued on the one day.

The name of the person to whom the Company will issue the securities

The Acquisition Shares will be issued to Eftpos.

Use of funds

No funds will be raised by the issue of the Acquisition Shares as they will be issued as partial consideration to acquire 100% of the Shares in Ironman Group Limited, pursuant to the Share Purchase Agreement.

A voting exclusion statement is included in the Notice.

Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 14 as the acquisition of Ironman is advantageous to the Company, the acquisition is in line with the Company's growth strategy, provides additional products and services to the Tomizone customer base, and allows the cross sell of Tomizone WiFi services into the acquired customer base.

Resolution 15

Approval to issue Earn-Out Shares for the acquisition of Ironman Group Limited

The exact number of Earn-Out Shares to be issued (if any) is dependent upon the financial performance of Ironman as per the Earn Out Formula and are not known at the time of preparation of the Notice. However, the maximum amount of Earn-Out Shares issuable is capped at 36,800,000.

In accordance with the Earn-Out Formula, the Earn Out Shares issuable (if any) will be issued by 30 November 2022 (and ASX has granted the necessary waiver from Listing Rule 7.3.2 to enable this).

In accordance with Listing Rule 7.1, a summary of which is set out above under Resolution 3 to 7, Shareholder approval is sought to issue the Earn-Out Shares, subject to the Earn-Out Formula.

The effect of Resolution 15 will be to allow the Company to issue the Earn-Out Shares during the five (5) year period after the 2017 Annual General Meeting, without using the Company's 15% annual placement capacity, pursuant to Listing Rule 7.1.

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 15

The maximum number of securities to be issued

The maximum number of Earn-Out Shares the Company can issue is 36,800,000.

The issue price of the securities

The Earn-Out Shares will be issued at the higher of 1.5 cents (\$0.015) or the volume weighted average sale price of Tomizone's shares on ASX in the 10 Business Days following the delivery by the buyer of each Earn Out Year Accounts.

Potential Dilution Effect

Based on the current number of shares on issue of 253,383,682 the potential dilution effect on the shareholdings would be as follows:

Total number of shares on issue subsequent to the issue	253,383,682
Maximum Shares to be issued	36,800,000
Dilution factor	14.52% ¹

¹ The dilution factor does not take into account the impact of any exercise of options by any optionholders.

The terms of the securities

The Earn-Out Shares will be fully paid Ordinary Shares and rank equally with existing ordinary shares on issue.

The date on which the Company will issue the securities

On the 26 October 2017, the ASX has granted the Company a waiver from Listing Rule 7.3.2 to the extent necessary to permit, if Resolution 15 is passed, the Earn-Out Shares under the Agreement to be issued on or before 30 November 2022.

The Earn-Out Shares will be issued progressively, in accordance with the Earn-Out Formula.

The terms of the ASX waiver are as follows:

- 1.1. The Earn-Out Shares must be issued no later than 30 November 2022, subject to shareholder approval having been obtained, and the relevant milestone as disclosed in the Notice having been achieved.
- 1.2. The Notice must also include worked examples of the number of Earn-Out Shares that may be issued based in different scenarios.
- 1.3. The Earn-Out Shares are issued on the same terms and conditions as approved by the holders of ordinary securities.

1.4. For any annual reporting period during which any of the Earn-Out Shares have been issued or remain to be issued, the Company's annual report must set out in detail the number of Earn-Out Shares issued in that annual reporting period, and the number of Earn-Out Shares that remain to be issued, and the basis on which those Earn-Out Shares may be issued.

1.5. For any half year or quarterly period during which any of the Earn-Out Shares have been issued or remain to be issued, the Company's interim report and quarterly activities report must include a summary statement of the number of Earn-Out Shares issued during the reporting period, and the number of Earn-Out Shares that remain to be issued, and the basis on which those Earn-Out Shares may be issued.

1.6. The terms of this waiver are included in the Notice

In reference to point 1.2 of the ASX waiver for worked examples, refer Annexure C.

The name of the person to whom the Company will issue the securities

The Earn-Out Shares will be issued to Eftpos.

Use of funds

No funds will be raised by the issue of the Earn-Out Shares as they will be issued as partial consideration to acquire 100% of the Shares in Ironman, pursuant to the Agreement.

Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 15 as the acquisition of Ironman is advantageous to the Company, the acquisition is in line with the Company's growth strategy, provides additional products and services to the Tomizone customer base, as well as allow the cross sell of Tomizone WiFi services into the acquired customer base.

Background to Resolutions 16 and 17

The Company has on issue Convertible Notes with a face value of \$3,360,000 held by related and unrelated parties, the issue of which were approved by Shareholders at the meeting held on 29 August 2016 (as detailed below).

The Company now intends to amend the conversion price of the Convertible Notes from \$0.15 to \$0.05 (**Amendment**), as has been agreed with the holders of the Convertible Notes. The Amendment requires the approval of Shareholders, as outstanding amounts owing on the Convertible Notes will change with conversion to a smaller or greater number of Shares than previously due to the Amendment.

For those Convertible Notes held by unrelated parties, shareholder approval of the Amendment under Listing Rule 7.1 is required

For those Convertible Notes held by related parties, Shareholder approval of the Amendment pursuant to Listing Rule 10.11 is required. An issue of securities that has shareholder approval pursuant to Listing Rule 10.11 is an exception to Listing Rule 7.1. As a result, if approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

Resolution 16 seeks Shareholder approval in accordance with ASX Listing Rule 7.1, a summary of which is set out above under Resolutions 3 to 7.

Resolutions 17.1 to 17.4 seek Shareholder approval in accordance with ASX Listing Rule 10.11.

Resolutions 17.1 to 17.4 involves the issue of securities as a result of the Amendment to Mr Phillip Joe, One Managed Investment Funds Ltd, Taronga Group Holdings Pty Limited and Value Creation Technologies Limited respectively who are all related parties to the Company:

- Mr Phillip Joe is a Director of the Company.

- Mr Eric Chan, a former director (who resigned on 1 September 2017) is a director and beneficiary of One Managed Investment Funds Ltd.
- Mr Avikashan Naidu, a former director (who resigned on 1 September 2017) is a director and beneficiary of Taronga Group Holdings Pty Limited.
- Mr Tarun Parbhu Kanji, a former director (who resigned on 3 July 2017) is a director and beneficiary of Value Creation Technologies Limited.

Section 208 of the Corporations Act

In accordance with section 208 of the Corporations Act, to give a financial benefit to a related party, the Company must obtain Shareholder approval unless the giving of the financial benefit falls within an exception in sections 210 to 216 of the Corporations Act.

Pursuant to sections 228(2) and 228(4) of the Corporations Act, Mr Phillip Joe, Once Managed Investment Funds, Taronga Group Holdings Pty Limited and Value Creation Technologies Limited are related parties of the Company.

The Board has formed the view that Shareholder approval under section 208 of the Corporations Act is not required for the Amendment of the Convertible Notes as the exception in section 210 of the Corporations Act applies. The Amendment was negotiated on commercial terms at an arm's length basis.

Resolution 16

Approve the variation of previously issued Convertible Notes

On 29 August 2016, Shareholders approved:

- the conversion of 6,750,000 loan notes that were issued to One Managed Investment Fund as custodian for Aura Special Opportunities Fund IV (an entity controlled by Mr Eric King Wai Chan) to Convertible Notes (each with a face value of \$0.15);
- the conversion of 283,333 loan notes that were issued to Taronga Group Holdings Pty Ltd as trustee for Taronga Group Trust (an entity controlled by Mr Avikashan Naidu) to Convertible Notes (each with a face value of \$0.15);
- the conversion of 317,893 loan notes that were issued to Value Creation Technologies Limited to Convertible Notes (each with a face value of \$0.15);

On 4 July 2017, the Company announced that it had entered into agreements with the remaining Convertible Note holders to:

- extend the term of \$2,310,000 of outstanding Convertible Notes to 14 August 2019 (with the balance due in June 2018);
- redeem 20% of the outstanding balance of \$4,200,000 (or \$840,000) of all outstanding Convertible Notes on the condition that half the redemption amount (\$420,000) forms part of the underwriting of the Entitlement Offer.

Additionally, the Company announced that it would seek shareholder approval to adjust the conversion price of the remaining Convertible Notes from \$0.15 to \$0.05 per Share.

The repayment of \$420,000 and conversion of \$420,000 was completed in August 2017, reducing the remaining total Convertible Notes outstanding amount to \$3,360,000. \$1,050,000 is repayable June 2018, and \$2,310,000 is repayable August 2019.

The remaining key terms of the Convertible Notes remain unchanged.

Approval is now being sought pursuant to Listing Rules 7.1 to vary the conversion price of the Convertible Notes.

The following information relates to the original Convertible Notes:

Number of Securities

Each Convertible Note currently has a conversion price of A\$0.15 per Share which the Company wishes to amend to A\$0.05.

The Company's share price has traded in the range of A\$0.02 to A\$0.024 over the three (3) months prior to the preparation of this Notice of Meeting.

There is currently on issue Convertible Notes with a face value of \$3,360,000 which at the current conversion price would convert into 22,400,000 Shares. At the lower conversion price of A\$0.05 the Convertible Note would convert into 67,200,000 Shares.

The Maturity Date of the Convertible Notes is 14 August 2019.

The full terms of Convertible Notes can be found in the ASX Announcement dated 29 July 2016.

Use of Funds

Funds were raised at the time of issue of the Convertible Notes and no further funds will be raised on the conversion of the Convertible Notes.

Subscribers

The Convertible Notes were originally issued to non-related sophisticated investors identified by the Board and four (4) Director related parties – refer Resolutions 17.1 to 17.4.

Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 16.

Resolution 17.1

Approve the variation of previously issued Convertible Notes held by Mr Phillip Joe

Approval is sought pursuant to Listing Rule 10.11 for the variation of existing Convertible Notes with a value of \$225,000 held by Mr Phillip Joe (and/or his nominee).

Board Recommendation

The Board (excluding Mr Phillip Joe) recommends that Shareholders vote in favour of the variation of the conversion price from A\$0.15 to A\$0.05 in relation to the Convertible Notes held by Mr Joe.

Resolution 17.2

Approve the variation of previously issued Convertible Notes held by One Managed Investment Funds Ltd

Approval is sought pursuant to Listing Rule 10.11 for the variation of existing Convertible Notes with a value of \$707,110 held by One Managed Investment Funds Ltd (and/or their nominee).

Board Recommendation

The Board recommends that Shareholders vote in favour of the variation of the conversion price from A\$0.15 to A\$0.05 in relation to the Convertible Notes held by One Managed Investment Funds Ltd.

Resolution 17.3

Approve the variation of previously issued Convertible Notes held by Taronga Group Holdings Pty Limited

Approval is sought pursuant to Listing Rule 10.11 for the variation of existing Convertible Notes with a value of \$29,681 held by Taronga Group Holdings Pty Limited (and/or their nominee).

Board Recommendation

The Board recommends that Shareholders vote in favour of the variation of the conversion price from A\$0.15 to A\$0.05 in relation to the Convertible Notes held by Taronga Group Holdings Pty Limited.

Resolution 17.4

Approve the variation of previously issued Convertible Notes held by Value Creation Technologies Limited

Approval is sought pursuant to Listing Rule 10.11 for the variation of existing Convertible Notes with a value of \$33,301 held by Value Creation Technologies Limited (and/or their nominee).

Board Recommendation

The Board recommends that Shareholders vote in favour of the variation of the conversion price from A\$0.15 to A\$0.05 in relation to the Convertible Notes held by Value Creation Technologies Limited.

Resolution 18 – Approval to issue an additional 10% of the issued capital pursuant to Listing Rule 7.1A

General

The Company is seeking Shareholder approval to issue an additional 10% of its issued capital over a 12 month period pursuant to Listing Rule 7.1A.

Pursuant to Listing Rule 7.1A, small and mid-cap listed entities that meet the eligibility threshold and have obtained the approval of their ordinary shareholders by special resolution at an annual general meeting, are permitted to issue Equity Securities up to an additional 10% of its issued capital over a 12 month period from the date of the annual general meeting (**Additional 10% Placement Capacity**).

The Additional 10% Placement Capacity under Listing Rule 7.1A is in addition to the ability of the Company to issue 15% of its issued capital without shareholder approval over a 12 month period pursuant to Listing Rule 7.1.

The Company may issue the Equity Securities under the Additional 10% Placement Capacity to raise funds for the Company and as non-cash consideration (further details of which are set out below).

Listing Rule 7.1A

Eligibility

An entity is eligible to seek approval under Listing Rule 7.1A if at the time of its annual general meeting it has a market capitalisation of \$300 million or less and it is not included in the S&P/ASX300 Index.

The Company is an eligible entity for the purposes of Listing Rule 7.1A.

If the Company for any reason ceases to be an Eligible Entity after the Company has already obtained Shareholder approval pursuant to this Resolution, the approval obtained will not lapse and the Company will still be entitled to the Additional 10% Placement Capacity during the 12 month period following this Annual General Meeting.

Shareholder Approval

The ability to issue the Equity Securities is conditional upon the Company obtaining Shareholder approval by way of a Special Resolution at the Meeting.

Special Resolution

Listing Rule 7.1A requires this Resolution to be passed as a special resolution, which means that it must be passed by at least 75% of the votes cast by members entitled to vote on the Resolution. Pursuant to Listing Rule 7.1A, no Equity Securities will be issued pursuant to the Additional 10% Placement Capacity until, and unless, this special resolution is passed at the Meeting.

Listing Rules 7.1 and 7.1A

The ability of the Company to issue Equity Securities under Listing Rule 7.1A is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

Equity Securities issued under the Additional 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company. As at the date of this Notice the Company has Shares and unlisted Options on issue.

At the date of this Notice of Meeting, the Company has on issue 253,383,682 Shares. Based on the number of Shares on issue at the date of this Notice, the Company will have the capacity to issue the below Equity Securities immediately following the Meeting if Shareholder approval is obtained pursuant to Resolutions 5 and 6 (please note, the calculation below does not assume the issue of Shares pursuant to Resolutions 7 and 8 as those Shares are not on issue as at the date of this Notice):

- (a) 38,007,552 Equity Securities under its 15% placement capacity (Listing Rule 7.1); and
- (b) Subject to Shareholder approval being obtained under this Resolution, a further 25,338,368 Equity Securities under its Additional 10% Placement Capacity (Listing Rule 7.1A).

The actual number of Equity Securities that the Company will have the 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 (as described following).

Formula for calculating the 10% placement capacity under Listing Rule 7.1A.2

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 10% placement period, a number of Equity Securities calculated in accordance with the following formula:

(A x D) – E

A is the number of fully paid Shares on issue 12 months before the date of issue or agreement to issue:

- plus, the number of fully paid Shares issued in the 12 months under an exception in Listing Rule 7.2;
- plus, the number of partly paid Shares that became fully paid in the 12 months;
- plus, the number of fully paid Shares issued in the 12 months with approval of holders of Shares under Listing Rule 7.1 and 7.4 (which does not include an issue of fully paid Shares under the entity's 15% placement capacity without Shareholder approval);
- less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% Placement Capacity.

D is 10%;

E is 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 the issue or agreement to issue that are not issued with the approval of Shareholders under Listing Rule 7.1 or 7.4.

Specific information required by Listing Rule 7.3A.

Minimum price of securities issued under Listing Rule 7.1A-Listing Rule 7.3A.1

Pursuant to and in accordance with Listing Rule 7.1A.3, any Equity Securities issued pursuant to Listing Rule 7.1A must have an issue price of not less than 75% of the VWAP for the Equity Securities over the 15 trading days immediately before:

- (1) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (2) if the Equity Securities are not issued within five (5) trading days of the date in paragraph (a) above, the date on which the Equity Securities are issued.

The Company will disclose to the ASX the issue price on the date of issue of the Equity Securities

Risk of economic and voting dilution - Listing Rule 7.3A.2

As provided by Listing Rule 7.3A.2, if Resolution 20 is passed and the Company issues the Equity Securities under the Additional 10% Placement Capacity, there is a risk of economic and voting dilution to the existing Shareholders. The Company currently has on issue 253,383,682 Shares and could issue 25,338,368 Shares

immediately following the Meeting if this Resolution is passed (however, it is important to note that the exact number of Equity Securities which may be issued will be calculated in accordance with the formula contained in Listing Rule 7.1A.2, details of which are set out above). Any issue of Equity Securities will have a dilutive effect on existing Shareholders.

- (a) There is a specific risk that the Market Price for the Company's Equity Securities may be significantly lower on the date of the issue of any Equity Securities than on the date of the Meeting; and
- (b) the Equity Securities may be issued:
- (i) at a price that is at a discount to the market price for the Company's Equity Securities on the issue date of the Equity Securities, which may influence the amount of funds raised by the issue or the value of the placement securities; or
 - (ii) as consideration (or part thereof) for the acquisition of a new asset, both of which may have an effect on the amount of funds raised by the issue of Equity Securities under the Additional 10% Placement Capacity.

As required by Listing Rule 7.3A.2, the table below shows the dilution of existing Shareholders upon the issue of the maximum number of Equity Securities under the Additional 10% Placement Capacity, using different variables for the number of ordinary securities for variable 'A' (as defined in Listing Rule 7.1A) and the market price of Shares. It is noted that variable 'A' is based on the number of ordinary securities the Company has on issue at the time of the proposed issue of Equity Securities.

The table shows:

- (a) examples of where variable 'A' is at its current level, and where variable 'A' has increased by 50% and by 100%;
- (b) examples of where the issue price of ordinary securities is the current market price as at close of trade on 20 October 2017, being \$0.024, (current market price), where the issue price is halved, and where it is doubled; and
- (c) the dilutionary effect will always be 10% if the maximum number of Equity Securities that may be issued under the Additional 10% Placement Capacity are issued.

Dilution Table				
Variable A	Number of Shares issued and funds raised with a 10% dilution effect	\$0.012 Issue Price at half the current market price	\$0.024 Current issue Price	\$0.048 Issue Price at double the current market price
Current Issued Shares 253,383,682	Shares issued	25,338,368	25,338,368	25,338,368
	Funds raised	\$304,060	\$608,121	\$1,216,242
	Dilution	10%	10%	10%
50% increase in Issued Shares 380,075,523 Shares	Shares issued	38,007,552	38,007,552	38,007,552
	Funds raised	\$456,091	\$912,181	\$1,824,362
	Dilution	10%	10%	10%
100% increase in Issued Shares 506,767,364 Shares	Shares issued	50,676,736	50,676,736	50,676,736
	Funds raised	\$608,121	\$1,216,242	\$2,432,483
	Dilution	10%	10%	10%

Note: This table assumes:

- No Options are exercised before the date of the issue of the Equity Securities;
- The issue of Equity Securities under the Additional 10% Placement Capacity consists only of Shares. If the issue of Equity Securities includes quoted Options, for the purposes of the above table, it is assumed that those quoted Options are exercised into Shares for the purposes of calculating the voting dilution effect on existing Shareholders;

- *The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.*

The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

Final Date for Issue - Listing Rule 7.3A.3

As required by Listing Rule 7.3A.3, the Company will only issue the Equity Securities pursuant to the Additional 10% Placement Capacity during the 12 months after the date of this Meeting.

The approval under this Resolution for the issue of the Equity Securities will cease to be valid if Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities of the Company) or Listing Rule 11.2 (the disposal of the main undertaking of the Company) before the anniversary of the Annual General Meeting.

Purpose - Listing Rule 7.3A.4

As noted above, the purpose for which the Equity Securities may be issued include to raise funds for the Company and as non-cash consideration (further details of which are set out below).

Funds raised from the issue of Equity Securities (if issued for cash consideration), if undertaken, would be applied towards:

1. repayment of debt;
2. potential acquisition of new assets and investments by either or both of the following; and
3. for ongoing future working capital purposes

Shares Issued for Non-Cash Consideration - Listing Rule 7.3A.4

The Company may issue Equity Securities for non-cash consideration, such as the acquisition of new assets or investments. If the Company issues Equity Securities for non-cash consideration, the Company will comply with the minimum issue price limitation under Listing Rule 7.1A.3 in relation to such issue and will release to the market a valuation of the non-cash consideration that demonstrates that the issue price of the Equity Securities complies with Listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.3 and 3.10.5A upon issue of any Equity Securities.

Company's Allocation Policy - Listing Rule 7.3A.5

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue of the Equity Securities. The identity of the potential investors of Equity Securities will be determined on a case by case basis having regard to several factors including but not limited to the following:

- (1) the methods of raising funds that are available to the Company including, but not limited to, rights issues;
- (2) other issue in which existing shareholders can participate;
- (3) the effect of the issues of the Equity Securities on the control of the Company;
- (4) the financial situation and solvency of the Company; and
- (5) advice from corporate, financial and broking advisers (if applicable).

The potential investors of the Equity Securities issued under the Additional 10% Placement Capacity have not been determined as at the date of this Notice but may include existing substantial Shareholders and new Shareholders who are not related parties or Associates of a related party of the Company.

Furthermore, if the Company is successful in acquiring new assets or investments for which Equity Securities are issued as consideration, it is likely that the potential investors of some of the Equity Securities will be the vendors of the new assets or investments.

Equity Issues over Last 12 Months – Listing Rule 7.3A.6A

As this is the Company's second year seeking approval for the Additional Placement Capacity under Listing Rule 7.1A, and specifically pursuant to the requirements of Listing Rule 7.3A.6(b), all the cash and non-cash equity issues made by the Company since the date of the 2016 Annual General Meeting held on 30 November 2016 are detailed in Annexure A.

For the purpose of Listing Rule 7.3A.6(a), the Company advises as follows:

A total of 155,175,171 Equity Securities were issued in the 12 month period preceding the 2017 Meeting representing 90% of the Equity Securities on issue at the start of the 12 Month Period.

Equity Securities on issue at commencement of 12 month period	82,529,905**
Equity Securities issued in last 12 month period	155,175,171
Percentage Equity Securities issued represents of total number of Equity Securities on issue at commencement of 12 month period	188%

** 15,678,605 fully paid Ordinary Shares were released from escrow on 15 June 2017

The Company previously obtained Shareholder approval under Listing Rule 7.1A at the 2016 Annual General Meeting and in accordance with Listing Rule 7.3A.6, the Company confirms that no Equity Securities were issued under the 10% Placement Capacity between 30 November 2016 and the date of finalisation of this Notice of Meeting.

Voting Exclusion Statement

A voting exclusion statement is included for this Resolution in the Notice of Meeting accompanying the Explanatory Memorandum.

At the date of this Notice, the Company has not approached any existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities utilising this Additional 10% Placement Capacity following the 2017 Annual General Meeting. No existing Shareholder's votes will therefore be excluded under the voting exclusion statement included in this Notice.

Recommendation of the Board

The Directors of the Company believe that Resolution 18 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

The ability of the Company to issue Shares under the Additional 10% Placement Capacity will enable the Company to issue Shares at a discount to the then market price in circumstances where it might otherwise be subjected to the cost, delay and uncertainty of obtaining Shareholder approval. The additional flexibility and speed to conduct capital raising will better position the Company to pursue its interests in the prevailing challenging market conditions.



ANNEXURE A – DETAILS OF EQUITY SECURITIES ISSUED IN THE 12 MONTHS PRIOR TO THE DATE OF THE 2017 ANNUAL GENERAL MEETING

issue Date	Number	Type	Consideration	The persons to whom the Equity Securities were issued or the basis on which those persons were determined	Issue Price	Discount to market price (MP) at issue date	Cash received / Funds Raised	Use of Funds
10 January 2017	10,666,665	Shares	Cash	A group of strategic investors	\$0.09	Nil	\$960,000	All the funds have been used. Funds were used to fund growth and for working capital requirements
04 July 2017	13,333,332	Shares	Cash	Sophisticated and professional investors	\$0.015	25%	\$200,000	All the funds have been used. Funds were used for the redemption of existing subscription bonds and working capital requirements.
	444,445	Shares	Cash	A group of strategic investors	\$0.09	Nil	\$40,000	
28 July 2017	23,021,822	Shares	Cash	Existing Shareholders under a 1-for-1 non-renounceable pro-rata Entitlement Offer	\$0.015	25%	\$345,327	Funds <u>remain available</u> for use which are being applied for the redemption of existing Convertible Notes, acquisitions and working capital requirements.
11 August 2017	99,631,130	Shares	Cash	Underwriters of 1-for-1 non-renounceable pro-rata Entitlement Offer	\$0.015	Nil	\$1,494,467	Funds <u>remain available</u> for use which are being applied for the redemption of existing Convertible Notes, acquisitions and working capital requirements.
11 September 2017	1,333,333	Shares	Non-Cash	Copper Limited	Nil	Nil	N/A	Shares issued in lieu of Underwriting Fees; no funds were raised from the issue
	77,778		Non-Cash	Mr B Neilson (former Senior Employee)	Nil	Nil	Nil	Shares were issued for salary sacrifice as elected by the Company's former Financial Controller; no funds were raised from the issue.
09 October 2017	6,666,667	Shares	Non-Cash	80 Day Limited	Nil	Nil	Nil	Shares issued in consideration for the acquisition of Bluesky Online Services Limited; no funds were raised from the issue.

ANNEXURE B – TERMS OF UNLISTED OPTIONS

The unlisted options are issued in accordance with the following terms and conditions:

1. Each Option entitles the registered Option holder to acquire one (1) ordinary share in the Company at the exercise price of \$0.10 per share;
2. The Options may be exercised within twenty four (24) months after the date of issue.
3. The Options are exercisable by the registered option holder giving notice in writing to the Company, accompanied by payment of the exercise price for each share to be issued.
4. Options are not transferable and will not be quoted on the ASX. If the Company's ordinary shares have been admitted to quotation by the ASX then the Company must apply to the ASX within ten (10) business days after the date of issue of any shares issued upon exercise of the Options, for such shares to be admitted to quotation.
5. All shares issued on the exercise of the Options will rank equally with all existing ordinary shares in the capital of the Company.
6. If, prior to the expiry of the Options, there is a reorganisation of the issued capital of the Company then the rights of an Option holder will be changed to the extent necessary in order to comply with the Listing Rules applying to a reorganisation of capital, as are applicable at the time of the reorganisation.
7. An Option holder may only participate in new issues of securities to holders of ordinary shares in the Company to the extent the Option has been exercised and the shares allotted in respect of the Option before the record date for determining entitlements to the issue. The Company must give reasonable notice to the Option holder of any new issue before the record date for determining entitlements to that issue in accordance with the Listing Rules.
8. If, after the vesting period of the Option but before the end of the Option period the Company gives holders of ordinary shares the right (pro rata with existing shareholdings) to subscribe for additional securities, the exercise price of an Option after the issue of those securities is adjusted in accordance with the following formula:

$$O^1 = O - \frac{E [P - (S + D)]}{N + 1}$$

Where:

O¹ = the new exercise price of the Option

O = the old exercise price of the Option

E = the number of underlying securities into which one Option is exercisable

P = the average market price per share (weighted by reference to volume) of the underlying securities during the 5 trading days ending on the day before the ex rights date or ex entitlements date

S = the subscription price for a security under the pro rata issue

D = the dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue)

N = the number of securities with rights or entitlements required to be held to receive a right to one new security

9. If the Company makes a bonus issue of shares pro rata to holders of ordinary shares, the number of shares over which an Option is exercisable will be increased by the number of shares which the holder would have received if the Option had been exercised before the record date for the bonus

issue.

The parties agree that, in so far as the Listing Rules are applicable to the Options, the parties shall do all acts, matters and things necessary to comply with the Listing Rules in respect of the treatment of the Options and the rights of the Option holder.

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ANNEXURE C – WORKED EXAMPLES OF THE NUMBER OF EARN OUT SHARES

As discussed in the Explanatory Memorandum at Resolution 15, point 1.2 of the ASX waiver granted on 26 October 2017, request the inclusion in the Notice worked examples of the number of Earn-Out Shares that may be issued based in different scenarios.

To this end, **below** are worked examples

- 1) Initial Consideration - \$9.2m TOM shares being NZD150,000 or AUD138,000 at 1.5 cents per share
- 2) Earn-Out Consideration - up to NZD600,000 or AUD552,000 - due in either cash or TOM shares at election of TOM
- 3) If 2) satisfied in shares to be issued at higher of 1.5 cents per TOM share or 10 Day VWAP of TOM shares prior to each Earn Out Year Accounts
- 3) Assumed Indebtedness of IMG NZD3,800,000 or AUD3,496,000
- 4) Earn-Out Criteria: Share of Net Profit (1/4) after total cumulative Net Profit reaches Total Indebtedness
- 5) Earn-Out Period is 5 years
- 6) Exchange Rate AUD1: NZD0.92

Earn-Out Worked Examples

Assumptions for Each Example

- 1) TOM elects to pay all Earn-Out amounts due in shares

	Year 1	Year 2	Year 3	Year 4	Year 5
<i><u>Example 1 - Losses/ earn-out criteria not met</u></i>					
Net Profit for Year	(500,000)	(100,000)	150,000	500,000	150,000
Cumulative Net Profit	(500,000)	(600,000)	(450,000)	50,000	200,000
Net Indebtedness + Cumulative Losses	4,300,000	4,400,000	4,250,000	3,750,000	3,600,000
VWAP	0.015	0.015	0.015	0.015	0.015
Earn-Out Due	no	no	no	no	no
Amount of Earn-Out Due	0	0	0	0	0
Shares Issued	0	0	0	0	0

	Year 1	Year 2	Year 3	Year 4	Year 5
<i>Example 2 - Sufficient profits for earn-out</i>					
Net Profit for Year	500,000	250,000	1,000,000	1,000,000	1,500,000
Cumulative Net Profit	500,000	750,000	1,750,000	2,750,000	4,250,000
Net Indebtedness + Cumulative Losses	3,300,000	3,050,000	2,050,000	1,050,000	(450,000)
VWAP	0.015	0.015	0.015	0.015	0.015
Earn-Out Due	no	no	no	no	yes
Amount of Earn-Out Due	0	0	0	0	112,500
Shares Issued	0	0	0	0	7,500,000

Example 3 - Same as example 2 but lower VWAP

Net Profit for Year	500,000	250,000	1,000,000	1,000,000	1,500,000
Cumulative Net Profit	500,000	750,000	1,750,000	2,750,000	4,250,000
Net Indebtedness + Cumulative Losses	3,300,000	3,050,000	2,050,000	1,050,000	(450,000)
VWAP	0.015	0.015	0.015	0.015	0.012
Earn-Out Due	no	no	no	no	yes
Amount of Earn-Out Due	0	0	0	0	112,500
Shares Issued	0	0	0	0	7,500,000

Example 4 - Same as example 2 but higher VWAP

Net Profit for Year	500,000	250,000	1,000,000	1,000,000	1,500,000
Cumulative Net Profit	500,000	750,000	1,750,000	2,750,000	4,250,000
Net Indebtedness + Cumulative Losses	3,300,000	3,050,000	2,050,000	1,050,000	(450,000)
VWAP	0.015	0.015	0.015	0.015	0.018
Earn-Out Due	no	no	no	no	yes
Amount of Earn-Out Due	0	0	0	0	112,500
Shares Issued	0	0	0	0	6,250,000

	Year 1	Year 2	Year 3	Year 4	Year 5
<u>Example 5 - loss after earn-out met</u>					
Net Profit for Year	500,000	250,000	1,000,000	2,500,000	(100,000)
Cumulative Net Profit	500,000	750,000	1,750,000	4,250,000	(100,000)
Net Indebtedness + Cumulative Losses	3,300,000	3,050,000	2,050,000	(450,000)	100,000
VWAP	0.015	0.015	0.015	0.015	0.018
Earn-Out Due	no	no	no	yes	no
Amount of Earn-Out Due	0	0	0	112,500	0
Shares Issued	0	0	0	7,500,000	0
<u>Example 7 - Net Profit is more than Net Indebtedness and Earn-out Due</u>					
Net Profit for Year	1,500,000	1,500,000	1,000,000	2,500,000	(100,000)
Cumulative Net Profit	1,500,000	3,000,000	4,000,000	6,500,000	(100,000)
Net Indebtedness + Cumulative Losses	2,300,000	800,000	(200,000)	(2,700,000)	100,000
VWAP	0.015	0.015	0.015	0.015	0.018
Earn-Out Due	no	no	yes	yes	no
Amount of Earn-Out Due	0	0	50,000	502,000	0
Shares Issued	0	0	3,333,333	33,466,667	0

GLOSSARY

\$ means Australian dollars

Additional 10% Placement Capacity has the meaning set out on page 37 of the Explanatory Memorandum.

AEDST means Australian Eastern Daylight Standard Time as observed in Sydney, New South Wales.

Agreement has the meaning set out on page 30 of the Explanatory Memorandum.

Annual General Meeting or Meeting means the meeting convened by the Notice of Meeting.

Annual Report means the Annual Report of the Company and its controlled entities for the year ending 30 June 2017.

Associate has the meaning given in sections 12 and 16 of the Corporations Act. Section 12 is to be applied as if paragraph 12(1)(a) included a reference to the Listing Rules and on the basis that the Company is the “designated body” for the purposes of that section. A related party of a director or officer of the Company or of a Child Entity of the Company is to be taken to be an associate of the director or officer unless the contrary is established.

ASA has the meaning set out on page 20 of the Explanatory Memorandum

ASX means ASX Limited or the ASX, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Auditor means the Company’s auditor from time to time (if any).

Auditor’s Report means the report of the Auditor contained in the Annual Report.

Bluesky means Bluesky Online Services Limited.

Blue Water means Blue Water Diving Limited.

Board means the current board of directors of the Company.

Bondholders means the holders of Convertible Notes.

Business Days means Monday to Friday inclusive, except New Year’s Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

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

Child Entity has the meaning given to that term in the Listing Rules.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member’s spouse;
- (c) a dependent of the member or the member’s spouse;
- (d) anyone else who is one of the member’s family and may be expected to influence the member, or be influenced by the member, in the member’s dealing with the entity;
- (e) a company the member controls; or

(f) a person prescribed by the *Corporations Regulations 2001 (Cth)*.

Company means Tomizone Limited.

Constitution means the Company's constitution.

Convertible Notes means the convertible notes as approved by Shareholders at the Shareholder meeting on 29 August 2016.

Corporations Act means the Corporations Act 2001 (Cth).

Director means the directors of the Company.

Earn Out Shares has the meaning set out on page 31 of the Explanatory Memorandum.

Eligible Entity has the meaning given to that term in the ASX Listing Rules.

Entitlement Offer has the meaning set out on page 18 of the Explanatory Memorandum.

Equity Securities has the meaning given to that term in the ASX Listing Rules.

Explanatory Memorandum means the Explanatory Memorandum accompanying the Notice of Meeting.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Future Placement Shares has the meaning set out on page 29 of the Explanatory Memorandum.

Hippo means Hippo Trustee Limited.

Key Management Personnel is defined by AASB 124 Related Party disclosures as all directors and 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.

Managing Director means managing director of the Company.

Meeting means the Annual General Meeting convened by the Notice.

Notice or **Notice of Annual General Meeting** means this notice of Annual General Meeting including the Explanatory Memorandum.

Option means an option to acquire a Share.

Proxy Form means the proxy form accompanying the Notice.

Related Bondholder has the meaning set out on page 25 of the Explanatory Memorandum.

Related Party has the meaning given in the Corporations Act.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2017.

Restricted Voter means Key Management Personnel and their Closely Related Parties as at the date of the Annual General Meeting.

Resolutions means the resolutions set out in the Notice of Meeting or any one of them, as the context requires.

Section means a section of the Explanatory Memorandum.

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

Shareholder means a holder of a Share.

Underwriting Agreement has the meaning as set out on page 19 of the Explanatory Agreement.

Unlisted Option means an Option on the terms and conditions noted in Annexure B.

Unrelated Bondholders has the meaning set out on page 22 of the Explanatory Memorandum.

VWAP means volume weighted average market price for securities, as defined in the Listing Rules.

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APPOINTMENT OF PROXY

TOMIZONE LIMITED
ACN 000 094 995

Member Details

Name:

Contact Telephone No:

Date:

Appointment of Proxy

I/We being a Member/s of Tomizone Limited and entitled to attend and vote hereby appoint

Chairman of the Meeting **OR**

Or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to attend and act generally at the Annual General 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 Tomizone Limited to be held at the offices of Taronga Group, Level 35 Grosvenor Place, 225 George Street, Sydney, NSW 2000 on Thursday, 30 November 2017, at 11.00am (AEDST) and at any adjournment or postponement of that meeting.

CHAIR AUTHORISED TO EXERCISE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of members of key management personnel, which includes the Chair.

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

Important Note: If the Chair of the Meeting is (or becomes) your proxy you can direct the Chair how to vote for or against or abstain from voting on Resolutions 1-18 by marking the appropriate box below.

Voting on business of the Meeting

FOR AGAINST ABSTAIN

Non-Binding Resolutions

Resolution 1 Adoption of 2017 Remuneration Report

Ordinary Resolutions 2.1 to 17

Resolution 2.1 Election of Mr Ian Bailey as a Director

Resolution 2.2 Election of Mr Matt Adams as a Director

Resolution 2.3 Election of Mr Maxim Carling as a Director

Resolution 3 Ratification of issue of 444,445 Shares to strategic investors

Resolution 4 Ratification of issue of 13,333,332 Shares to professional and sophisticated investors

Resolution 5 Ratification of issue of 1,333,333 Shares to underwriter

Resolution 6 Ratification of issue of 77,778 Shares to Mr Neilson

Resolution 7 Ratification of issue of 6,666,667 Shares to 80 Days Limited

Resolution 8 Approval issue up to 125,000 Shares to Mr Saurabh Madan

Resolution 9 Approval issue up to 16,913,636 Unlisted Options to unrelated Bondholder Underwriters

Resolution 10 Approval of issue of 1,333,333 Shares to Blue Water Diving Limited

Resolution 11 Approval of issue of 1,600,000 Shares to Hippo Trustee Limited

Resolution 12.1 Approval of issue of 10,179,656 Unlisted Options to One Management Investment Funds Pty Ltd

Resolution 12.2 Approval of issue of 427,294 Unlisted Options to Taronga Group Holdings Pty Limited

Resolution 12.3 Approval of issue of 479,414 Unlisted Options to Value Creation Technologies Limited

Resolution 13 Approval to issue \$2 million worth of Shares for a future capital raising

Resolution 14	Approval to issue 9,200,000 Shares to Ironman Group Limited vendors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 15	Approval to issue Acquisition Shares for the acquisition of Iron Man Group Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 16	Approval of change to exercise price of Convertible Notes from \$0.15 to \$0.05 per Share	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 17.1	Approval of variation of Convertible Notes and issue of Shares to Mr Phillip Joe upon conversion of those Convertible Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 17.2	Approval of variation of Convertible Notes and issue of Shares to One Managed Investment Funds Ltd upon conversion of those Convertible Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 17.3	Approval of variation of Convertible Notes and issue of Shares to Taronga Group Holdings Pty Limited upon conversion of those Convertible Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 17.4	Approval of variation of Convertible Notes and issue of Shares to Value Creation Technologies Limited upon conversion of those Convertible Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	Special Resolution			
Resolution 18	Approval of Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please Note: By marking the Abstain box for any of the Resolution 1 to 18, Shareholders are directing the proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is -----%

PLEASE SIGN HERE
Individual or Member 1

Sole Director and
Sole Company Secretary

Member 2

Director

Member 3

Director/Company Secretary