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**ISIGNTHIS LTD**

**ACN 075 419 715**

**NOTICE OF ANNUAL GENERAL MEETING**

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**TIME:** 3:00 pm AEDT

**DATE:** Wednesday 28 November 2018

**PLACE:** Institute of Chartered Accountants  
Level 18, Bourke Place, 600 Bourke Street  
Melbourne VIC 3000

***This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.***

***Should you wish to discuss the matters in this Notice of Meeting, please do not hesitate to contact the Company Secretary on +61 3 8640 0990***

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## IMPORTANT INFORMATION

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### TIME AND PLACE OF MEETING

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Notice is given that the meeting of the Shareholders to which this Notice of Meeting relates will be held at 3:00 pm AEDT on Wednesday 28 November 2018 at:

Institute of Chartered Accountants  
Level 18, Bourke Place, 600 Bourke Street  
Melbourne VIC 3000

### YOUR VOTE IS IMPORTANT

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

### VOTING ELIGIBILITY

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The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00 pm AEDT on 26 November 2018.

### VOTING IN PERSON

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

### VOTING BY PROXY

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To vote by proxy, please complete and sign the enclosed Proxy Form (and any authority under which the proxy is signed) and return the Proxy Form (and any authority) to the Company by post, facsimile or email (see details below), so that it is received not less than 48 hours prior to the commencement of the Meeting.

- by post – iSignthis Ltd, 456 Victoria Parade, East Melbourne, Victoria 3002
- by facsimile – facsimile number +61 3 8640 0953
- by email – investors@isignthis.com

Please refer to the enclosed Proxy Form for further instructions on how to appoint a proxy.

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

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

Shareholders and their proxies should be aware that, on a poll:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

**Proxy vote if appointment specifies way to vote**

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

**Transfer of non-chair proxy to chair in certain circumstances**

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - if a record of attendance is made for the meeting, the proxy is not recorded as attending the meeting; or
  - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

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## BUSINESS OF THE MEETING

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### AGENDA

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#### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2018 together with the directors' report and the auditor's report.

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#### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, the following resolution as a **non-binding ordinary 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 financial report for the financial year ended 30 June 2018.”*

**Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.**

**Voting exclusion statement:**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **prohibited voter**) described above may vote directed proxies for someone other than a prohibited voter.

Further, a member of the Key Management Personnel (regardless of whether or not their remuneration details are disclosed in the Remuneration Report) and their Closely Related Parties may not cast a vote on this Resolution as a proxy unless that person is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution and the vote is not cast on behalf of a prohibited voter. However, the Chair can vote undirected proxies, provided the proxy expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

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#### 3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR BARNABY EGERTON-WARBURTON

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

*“That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Mr Barnaby Egerton-Warburton, a Director, retires by rotation, and being eligible, is re-elected as a Director.”*

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#### 4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR CHRISTAKIS TAOUSHANIS

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

*"That Mr Christakis Taoushanis, who retires in accordance with clause 13.4 of the Constitution, being eligible and offering himself for re-election, be re-elected as a Director."*

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#### 5. RESOLUTION 4 – APPROVAL OF 10% PLACEMENT CAPACITY

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

*"That, for the purpose of ASX Listing Rule 7.1A and for all other purposes, approval is given for the issue of equity securities totalling up to 10% of the issued capital of the Company (at the time of issue), calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2, on the terms and conditions set out in the Explanatory Statement."*

**Voting exclusion statement:**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or 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) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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#### 6. RESOLUTION 5 – SUBSEQUENT APPROVAL OF AN ISSUE OF SECURITIES

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

*"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, subsequent approval is given for the issue of 68,965,517 ordinary securities in the capital of the Company which were issued on the terms and conditions set out in the Explanatory Statement."*

**Voting exclusion statement:**

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or an associate of that person (or 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) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**DATED: 9 OCTOBER 2018**

**By Order of the Board**

A handwritten signature in black ink, appearing to read 'TODD RICHARDS', written over a horizontal line.

**TODD RICHARDS**  
**Company Secretary**

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions which are the subject of the business of the Meeting.

The Directors recommend that Shareholders read the Notice of Meeting (including this Explanatory Statement and the Proxy Form) in full before making any decision in relation to the Resolutions.

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### 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act and the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2018 together with the directors' report and the auditor's report.

There is no requirement in the Corporations Act or Constitution for Shareholders to approve the annual financial report, directors' report or auditor's report.

Shareholders will be given a reasonable opportunity to ask questions and make comments on these reports, and on the management of the Company.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at <http://www.isignthis.com>.

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### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

#### 2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

#### 2.2 Two strikes rule

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a resolution that the remuneration report be adopted were against adoption of the report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when it was resolved to put the directors' report to the second annual general meeting, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

### **2.3 Previous annual general meeting**

At the Company's 2017 annual general meeting the votes cast against the adoption of the Company's 2017 remuneration report were less than 25%. Accordingly, the Spill Resolution is not relevant for the Meeting.

### **2.4 Voting exclusion statement**

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

### **2.5 Directors' recommendation**

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Directors unanimously recommend that you vote in favour of this non-binding ordinary resolution.

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## **3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR BARNABY EGERTON-WARBURTON**

Clause 13.2 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election.

In addition to the Managing Director and Mr Christakis Taoushanis (see Resolution 3 below), the Company currently has 3 Directors and accordingly 1 must retire. Mr Barnaby Egerton-Warburton, the Director longest in office since his last election, retires by rotation and seeks re-election as a Director.

The Directors, other than Mr Egerton-Warburton, unanimously support the re-election of Mr Barnaby Egerton-Warburton as a Director and recommend that Shareholders vote in favour of this Resolution.

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## **4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR CHRISTAKIS TAOUSHANIS**

Clause 13.4 of the Constitution gives the Directors authority to appoint additional Directors. Mr Christakis Taoushanis was appointed as a Director of the Company on 3<sup>rd</sup> July 2018.

Clause 13.4 of the Constitution requires that any Director appointed by the other Directors holds office until the next general meeting, and is eligible for re-election.



Pursuant to this clause, Mr Christakis Taoushanis will retire and, being eligible, seek re-election.

Mr. Taoushanis holds a BSc degree in Economics, and a Master's in Business Administration received from the London School of Economics and the London Business School, respectively. Mr. Taoushanis brings extensive banking and finance knowledge and experience to our organisation having spent over 30 years in the industry in various senior roles.

Mr. Taoushanis has worked for some of the world's largest banks in a number of different locations including Chicago, Greece, Hong Kong and Cyprus. This includes serving at Continental Illinois National Bank of Chicago for four years, the HSBC Group for eighteen years, with twelve of those as the Managing Director of the Cyprus subsidiary, and eight years as the Chief Executive Officer of the Cyprus Development Bank.

Since 2011, Mr. Taoushanis has been working with the private firm TTEG & Associates, providing services as an advisor to several companies. The Board believes that Mr Christakis Taoushanis has performed the duties and responsibilities of a Director diligently and professionally, in the best interests of all Shareholders.

The Board unanimously supports the re-election of Mr Christakis Taoushanis and recommends that Shareholders vote in favour of this Resolution.

Resolution 3 is an ordinary Resolution.

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## **5. RESOLUTION 4 – APPROVAL OF 10% PLACEMENT CAPACITY**

### **5.1 General**

ASX Listing Rule 7.1A provides that an eligible entity may seek the approval of the holders of its ordinary securities by special resolution passed at its annual general meeting to allow it to issue equity securities up to 10% of its issued capital during the 10% Placement Capacity Period (defined below) (**10% Placement Capacity**).

On the date of the Meeting, the Company expects to be an eligible entity for the purposes of ASX Listing Rule 7.1A because it will not be included in the S&P/ASX 300 Index and will have a market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300 million or less.

If Shareholders approve Resolution 4, the number of equity securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out in Section 5.2 below).

The effect of Resolution 4 will be to allow the Company to issue equity securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the 10% Placement Capacity Period, without Shareholder approval. The 10% Placement Capacity is in addition to the Company's 15% annual placement capacity under ASX Listing Rule 7.1.

Resolution 4 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 4 for it to be passed.

## 5.2 ASX Listing Rule 7.1A

Any equity securities issued under ASX Listing Rule 7.1A must be in the same class as an existing class of the Company's quoted equity securities. The Company currently has one class of quoted equity securities on issue, being Shares (ASX Code: ISX).

The number of equity securities that the Company may issue or agree to issue under an approval under ASX Listing Rule 7.1A will be calculated according to the following formula:

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

Where:

- A** is the number of fully paid ordinary securities on issue 12 months before the issue date or date of agreement to issue:
- (i) plus the number of fully paid ordinary securities issued in the 12 months under an exception in ASX Listing Rule 7.2;
  - (ii) plus the number of partly paid ordinary securities that became fully paid in the 12 months;
  - (iii) plus the number of fully paid ordinary securities issued in the 12 months with approval of holders of ordinary securities under ASX Listing Rule 7.1 or 7.4; and
  - (iv) less the number of fully paid ordinary securities cancelled in the 12 months.
- D** is 10%.
- E** is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the issue date or date of agreement to issue that are *not* issued with the approval of holders of ordinary securities under ASX Listing Rule 7.1 or 7.4.

## 5.3 Information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 4:

(a) **Minimum Price**

The minimum issue price at which the equity securities may be issued is 75% of the volume weighted average market price for equity securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the equity securities are to be issued is agreed; or
- (ii) if the equity securities are not issued within 5 ASX trading days of the date in paragraph (i), the date on which the equity securities are issued.

(b) **Risk of economic and voting dilution**

Any issue of equity securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any equity securities under the issue.

If Resolution 4 is approved by Shareholders and the Company issues the maximum number of equity securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the basis of the market price of Shares and the number of equity securities on issue as at the dates specified in the notes to the table below.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

| Number of Shares on Issue           | Dilution                |  |                        |   |
|-------------------------------------|-------------------------|--|------------------------|---|
|                                     | Issue Price (per Share) | \$0.0675<br>50% decrease<br>in Issue Price | \$0.135<br>Issue Price | \$0.27<br>100% increase<br>in Issue Price |
| 1,075,422,118<br>(Current)          | Shares issued           | 107,542,212<br>Shares                      | 107,542,212<br>Shares  | 107,542,212<br>Shares                     |
|                                     | Funds raised            | \$7,259,099                                | \$14,518,199           | \$29,036,397                              |
| 1,613,133,177<br>(50%<br>increase)  | Shares issued           | 161,313,318<br>Shares                      | 161,313,318<br>Shares  | 161,313,318<br>Shares                     |
|                                     | Funds raised            | \$10,888,649                               | \$21,777,298           | \$43,554,596                              |
| 2,150,844,236<br>(100%<br>increase) | Shares issued           | 215,084,424<br>Shares                      | 215,084,424<br>Shares  | 215,084,424<br>Shares                     |
|                                     | Funds raised            | \$14,518,199                               | \$29,036,397           | \$58,072,794                              |

\*The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under ASX Listing Rule 7.1.

**Notes: The table above uses the following assumptions:**

1. The current shares on issue are the Shares on issue as at 8 October 2018.
2. The issue price set out above is the closing price of the Shares on the ASX on 8 October 2018.
3. The Company issues the maximum possible number of equity securities under the 10% Placement Capacity.
4. No options are exercised into Shares before the date of the issue of the equity securities.
5. The Company has not issued any equity securities in the 12 months prior to the Meeting that were not issued under an

exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.

6. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.

Shareholders should note that there is a risk that:

- (i) the market price for the equity securities in that class may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the issue date.

(c) **Date of Issue**

The equity securities may be issued under the 10% Placement Capacity during the period commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) the date that is 12 months after the date of the Meeting; and
- (ii) the date of approval by holders of the Company's ordinary securities of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking),

**(10% Placement Capacity Period).**

(d) **Purpose of issue under 10% Placement Capacity**

The Company may issue equity securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration in which case the Company intends to use funds raised to fund additional growth by way of entering new markets, sales and marketing, development of further intellectual property or working capital; or
- (ii) as non-cash consideration for the acquisition of new business assets and investments. In such circumstances, the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.

(e) **Allocation under the 10% Placement Capacity**

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any equity securities under the 10% Placement Capacity.

The allottees of the equity securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of equity securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity on a case by case basis, having regard to a range of factors, including but not limited to, the following:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the equity securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

(f) **Previous approval under ASX Listing Rule 7.1A**

The Company previously obtained approval under ASX Listing Rule 7.1A at the annual general meeting held on 28 November 2017. The following information is provided in accordance with ASX Listing Rule 7.3A.6:

- (i) During the 12 months preceding the date of the Meeting, the Company issued a total of 76,659,979 equity securities, which represents approximately 7.40% of the total number of equity securities on issue at 28 November 2017 (12 months before the Meeting) (being 1,035,508,790 equity securities).
- (ii) Set out below are details of all issues of equity securities by the Company during the 12 months preceding the date of the Meeting:

| Date            | Number of equity securities issued | Class of equity securities issued and a summary of the terms of that class | Name of persons to whom equity securities were issued or the basis on which those persons were determined | Price at which equity securities were issued and any discount that the issue price represented to closing market price on date of issue | If issue was for cash, total cash consideration, amount of cash spent, what it was spent on, and intended use for any remaining cash | If issue was for non-cash consideration, the non-cash consideration that was paid and the current value of that non-cash consideration |
|-----------------|------------------------------------|--|---|---|--|--|
| 5 December 2017 | 509,167                            | Employee Performance Rights which, subject to satisfaction of              | Employees of the Company  | Nil issue price   | N/A  | N/A  |

| Date            | Number of equity securities issued | Class of equity securities issued and a summary of the terms of that class   | Name of persons to whom equity securities were issued or the basis on which those persons were determined | Price at which equity securities were issued and any discount that the issue price represented to closing market price on date of issue                            | If issue was for cash, total cash consideration, amount of cash spent, what it was spent on, and intended use for any remaining cash | If issue was for non-cash consideration, the non-cash consideration that was paid and the current value of that non-cash consideration |
|-----------------|------------------------------------|--|---|--|--|--|
|                 |                                    | performance conditions, will convert to Shares on various dates.   |   |  |  |  |
| 8 December 2017 | 600,000                            | Unlisted Options 200,000 expiring 8 February 2019, 200,000 expiring 8 May 2018 and 200,000 expiring 8 February 2020            | Mr Chris Northwood and Mr Hamish Moore of Activ8 Capital (and/or their nominees)                          | Nil issue price.<br>200,000 Exercise price of \$0.24 per option,<br>200,000 Exercise price of \$0.27 per option and<br>200,000 Exercise price of \$0.31 per option | N/A  | Consideration for corporate advisory services to the Company   |
| 23 May 2018     | 560,000                            | Employee Performance Rights which, subject to satisfaction of performance conditions, will convert to Shares on various dates. | Employees of the Company  | Nil issue price.   | N/A  | N/A  |
| 2 July          | 116,686                            | Employee Performance   | Employees of the  | Nil issue  | N/A  | N/A  |

| Date             | Number of equity securities issued | Class of equity securities issued and a summary of the terms of that class   | Name of persons to whom equity securities were issued or the basis on which those persons were determined | Price at which equity securities were issued and any discount that the issue price represented to closing market price on date of issue | If issue was for cash, total cash consideration, amount of cash spent, what it was spent on, and intended use for any remaining cash                  | If issue was for non-cash consideration, the non-cash consideration that was paid and the current value of that non-cash consideration |
|------------------|------------------------------------|--|---|---|---|--|
| 2018             |                                    | e Rights which, subject to satisfaction of performance conditions, will convert to Shares on 31/12/18                          | Company   | price.  |   |  |
| 3 September 2018 | 4,500,000                          | Employee Performance Rights which, subject to satisfaction of performance conditions, will convert to Shares on various dates. | Employees of the Company  | Nil issue price.  | N/A   | N/A  |
| 8 October 2018   | 68,965,517                         | Fully paid ordinary shares issued to sophisticated and wholesale investors following a capital raising.                        | Sophisticated and wholesale investors who are clients of Merchant Corporate Advisory or Petra Capital.    | \$0.145   | \$10m less fees associated with placement. Funds raised in order to satisfy the anticipated minimum Tier 1 prudential capital equity requirements for | N/A  |

| Date           | Number of equity securities issued | Class of equity securities issued and a summary of the terms of that class  | Name of persons to whom equity securities were issued or the basis on which those persons were determined | Price at which equity securities were issued and any discount that the issue price represented to closing market price on date of issue | If issue was for cash, total cash consideration, amount of cash spent, what it was spent on, and intended use for any remaining cash   | If issue was for non-cash consideration, the non-cash consideration that was paid and the current value of that non-cash consideration |
|----------------|------------------------------------|---|---|---|--|--|
|                |                                    |   |   |   | authorisation of the Company's subsidiary, iSignthis eMoney (AU) Pty Ltd ACN 624 762 269, as an authorised deposit-taking institution by the Australian Prudential Regulation Authority. |  |
| 8 October 2018 | 1,408,609                          | Fully paid ordinary shares issued to corporate advisers in consideration for fees earned following a capital raising. | Merchant Corporate Advisory and Petra Capital.  | \$0.145   | N/A  | N/A  |

#### 5.4 Voting exclusion statement

A voting exclusion statement for this Resolution is included in the Notice of Meeting. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in any issue of equity securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting in favour of Resolution 4.



## 5.5 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

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## 6. RESOLUTION 5 – SUBSEQUENT APPROVAL OF AN ISSUE OF SECURITIES

### 6.1 ASX Listing Rules 7.1 and 7.4

ASX Listing Rule 7.1 allows an entity to issue equity securities up to 15% of its issued capital over a 12 month period without the approval of the holders of its ordinary securities. However, pursuant to ASX Listing Rule 7.4, an issue of securities made without approval under ASX Listing Rule 7.1 is treated as having been made with approval for the purpose of ASX Listing Rule 7.1 if each of the following apply:

- (a) the issue did not breach ASX Listing Rule 7.1; and
- (b) holders of ordinary securities subsequently approve it.

Resolution 5 is an ordinary Resolution.

### 6.2 Information required by ASX Listing Rule 7.5

Pursuant to and in accordance with ASX Listing Rule 7.5, the information below is provided in relation to this Resolution 5:

- (a) On 8 October 2018, the Company issued 68,965,517 fully paid ordinary securities in the Company at a price of A\$0.145 per security (**New Securities**) without prior shareholder approval, raising A\$10 million (before costs).
- (b) The New Securities rank equally with the fully paid ordinary securities in the Company that were on issue at the time of issue of the New Securities.
- (c) The New Securities were issued to sophisticated and wholesale investors who are clients of Merchant Corporate Advisory or Petra Capital.
- (d) The funds raised from the issue will be used by the Company to satisfy the anticipated minimum Tier 1 prudential capital equity requirements for authorisation of the Company's subsidiary, iSignthis eMoney (AU) Pty Ltd ACN 624 762 269, as an authorised deposit-taking institution by the Australian Prudential Regulation Authority.

### 6.3 Voting exclusion statement

A voting exclusion statement for this Resolution is included in the Notice of Meeting. As at the date of this Notice, the Company will disregard any votes cast in favour of this Resolution 5 by or on behalf of the Shareholders who participated in the issue and any of their associates.

### 6.4 Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of this Resolution.

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## GLOSSARY

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**\$** means Australian dollars.

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

**ASX** means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.

**ASX Listing Rules** means the Listing Rules of ASX.

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

**Chair** means the chair of the Meeting.

**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 dealings with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001* (Cth).

**Company** means iSignthis Ltd (ACN 075 419 715).

**Constitution** means the Company's constitution.

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

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

**Explanatory Statement** means the explanatory statement included in the Notice.

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

**Notice** or **Notice of Meeting** means this Notice of Annual General Meeting including the Explanatory Statement and the Proxy Form.

**Performance Rights** means performance rights issued under the Performance Rights Plan.

**Performance Rights Plan** means the "iSignthis Ltd Employee Incentive Plan - Performance Rights".

**Proxy Form** means the proxy form included in the Notice.

**Remuneration Report** means the remuneration report set out in the directors' report section of the Company's annual financial report for the financial year ended 30 June 2018.

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

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

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