
ISIGNTHIS LTD

ACN 075 419 715

NOTICE OF ANNUAL GENERAL MEETING

TIME: 11:00 am AEDT

DATE: 18 November 2016

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

TIME AND PLACE OF MEETING

Notice is given that the meeting of the Shareholders to which this Notice of Meeting relates will be held at 11:00 am AEDT on 18 November 2016 at:

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

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

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 16 November 2016.

VOTING IN PERSON

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

VOTING BY PROXY

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:
 - 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.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2016 together with the director's report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, 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 2016."

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.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR SCOTT WILLIAM MINEHANE

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

"That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Mr Scott Minehane, a Director, retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 3 – APPROVAL OF 10% PLACEMENT CAPACITY

To consider and, if thought fit, to pass, with or without amendment, 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 on this Resolution by any person who may participate in the issue of equity securities under this Resolution 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 associate of those persons.

However, the Company will 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.

5. RESOLUTION 4 – RATIFICATION OF PRIOR GRANT OF UNLISTED ADVISER OPTIONS

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

"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the grant of 15,000,000 unlisted Adviser Options to Sun Hung Kai Strategic Capital Limited (and/or its nominees) on 1st August 2016 in three tranches with various expiry dates as follows:

Tranche 1 – 5,000,000 unlisted options at an exercise price of \$0.38 with an expiry date of 1st July 2017

Tranche 2 – 5,000,000 unlisted options at an exercise price of \$0.50 with an expiry date of 1st July 2018

Tranche 3 – 5,000,000 unlisted options at an exercise price of \$0.62 with an expiry date of 1st July 2019

each on the terms and conditions set out in the Explanatory Statement."

Voting exclusion statement:

The Company will disregard any votes cast on this Resolution by a person who participated in the issue.

However, the Company will 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 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: 27 SEPTEMBER 2016

By Order of the Board

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

TODD RICHARDS
Company Secretary

EXPLANATORY STATEMENT

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.

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 2016 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>.

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 remuneration report resolution are voted against adoption of the remuneration 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 2015 annual general meeting the votes cast against the Company's 2015 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.

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR SCOTT WILLIAM MINEHANE

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.

The Company currently has 4 Directors and accordingly 1 must retire. Mr Scott William Minehane, the Director longest in office since his last election, retires by rotation and seeks re-election as a Director.

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

4. RESOLUTION 3 – APPROVAL OF 10% PLACEMENT CAPACITY

4.1 General

ASX Listing Rule 7.1A provides that an eligible entity may seek shareholder approval 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 3, 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 4.2 below).

The effect of Resolution 3 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 3 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 3 for it to be passed.

4.2 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 Shares on issue 12 months before the date of issue or agreement to issue:
- (i) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
 - (ii) plus the number of partly paid shares that became fully paid in the previous 12 months;
 - (iii) plus the number of Shares issued in the previous 12 months with approval of holders of Shares under ASX Listing Rules 7.1 or 7.4; and
 - (iv) less the number of Shares cancelled in the previous 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 date of issue or agreement to issue that are not issued with the approval of holders of Shares under ASX Listing Rules 7.1 or 7.4.

4.3 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 3:

(a) **Minimum Price**

The minimum price at which the equity securities may be issued is 75% of the volume weighted average price of 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 Section 4.3(a)(i), the date on which the equity securities are issued.

(b) **Risk of voting dilution**

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

If Resolution 3 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) | \$0.09 50% decrease in Issue Price | \$0.18 Issue Price | \$0.36 100% increase in Issue Price |
| 621,869,714 (Current) | Shares issued | 62,186,971 Shares | 62,186,971 Shares | 62,186,971 Shares |
| | Funds raised | \$5,596,827 | \$11,193,655 | \$22,387,310 |
| 932,804,571 (50% increase) | Shares issued | 93,280,457 Shares | 93,280,457 Shares | 93,280,457 Shares |
| | Funds raised | \$8,395,241 | \$16,790,482 | \$33,580,965 |
| 1,243,739,428 (100% increase) | Shares issued | 124,373,943 Shares | 124,373,943 Shares | 124,373,943 Shares |
| | Funds raised | \$11,193,655 | \$22,387,310 | \$44,774,619 |

*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 26th September 2016.
2. The issue price set out above is the closing price of the Shares on the ASX on 26th September 2016.
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 Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(c) Date of Issue

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

- (i) 12 months after the date of the Meeting; and
- (ii) the date of approval by Shareholders 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 30 November 2015. 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 16,273,493 equity securities, which represents approximately 1.6% of the total number of equity securities on issue at 18 November 2015 (12 months before the Meeting) (being 1,005,140,683 equity securities).
- (ii) Set out below are details of all issues of equity securities by the Company during the 12 months before 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 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 |
|------------------|------------------------------------|---|---|--|--|--|
| 18 November 2015 | 250,000 | Fully paid ordinary shares, on exercise of unlisted options expiring 1 March 2016 | Mr. Truitt Matthews | Exercise price of \$0.05 per unlisted option | \$12,500 | N/A |
| 4 January 2016 | 743 | Fully paid ordinary shares, on exercise of listed options expiring 31 December 2015 | Listed Option Holders Mr. Mark John Dowel & Mrs. Marilyn Ann Dowel, Mrs. Alfreda Yates, Mr. Darian White, Mr. Patrick Bird, Mr. Lynn Jeffery and Mr. Roderick Klicki | Exercise price of \$0.50 per listed option | \$372 | N/A |
| 1 August 2016 | 5,000,000 | Unlisted Options expiring 1 July 2017 | Sun Hung Kai Strategic Capital Limited (and/or its nominees) | Nil issue price. Exercise price of \$0.38 per unlisted option | N/A | Consideration for corporate advisory services to the Company |
| 1 August 2016 | 5,000,000 | Unlisted Options expiring 1 July 2018 | Sun Hung Kai Strategic Capital Limited (and/or its nominees) | Nil issue price. Exercise price of \$0.50 per unlisted option | N/A | Consideration for corporate advisory services to the Company |
| 1 August 2016 | 5,000,000 | Unlisted Options expiring 1 July 2019 | Sun Hung Kai Strategic Capital Limited (and/or its nominees) | Nil issue price. Exercise price of \$0.62 per option. | N/A | Consideration for corporate advisory services to the Company |
| 1 August 2016 | 791,500 | Employee performance rights which, subject to satisfaction of performance | 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 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 |
|---------------|------------------------------------|---|---|--|--|--|
| | | conditions, convert to Shares on 1 March 2018 | | | | |
| 1 August 2016 | 231,250 | Employee performance rights which, subject to satisfaction of performance conditions, convert to Shares on 15 July 2018 | Employees of the Company | Nil issue price | N/A | N/A |

4.4 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 on Resolution 3.

4.5 Directors' recommendation

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

5. RESOLUTION 4 – RATIFICATION OF PRIOR GRANT OF UNLISTED ADVISER OPTIONS

5.1 General

On 1 August 2016, the Company granted 15,000,000 unlisted Adviser Options at a nil issue price to the Adviser (and/or its nominees) in recognition of ongoing corporate advisory services provided to the Company by the Adviser.

ASX Listing Rule 7.1 provides that, except in limited circumstances, prior approval of shareholders is required for any issue of securities if the securities will, when aggregated with the securities issued by the Company during the previous 12 months, exceed 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 provides that where the holders of ordinary securities subsequently approve an issue of securities, the issue will be treated as having been

made with approval for the purposes of ASX Listing Rule 7.1 and the issue will not be included in the 15% limit imposed by ASX Listing Rule 7.1 thereby enabling the Company to issue further securities up to that limit.

Resolution 4 proposes the ratification and approval of the grant of 15,000,000 unlisted options to the Adviser for the purpose of ASX Listing Rule 7.4.

Approval is being sought under ASX Listing Rule 7.4 on the basis that the grant of the Adviser Options did not breach ASX Listing Rule 7.1. Resolution 4 is an ordinary resolution.

5.2 Information required by ASX Listing Rule 7.5

For the purposes of ASX Listing Rule 7.5, information regarding the grant of the Adviser Options is provided as follows:

- (a) 15,000,000 Adviser Options were granted to the Adviser on 1 August 2016.
- (b) The Adviser Options were granted at a nil issue price and the Company therefore did not raise any funds from the grant of Adviser Options.
- (c) The Adviser Options are each exercisable at various prices with different expiry dates as follows:
 - (i) Tranche 1 – 5,000,000 unlisted options at an exercise price of \$0.38 and expiring on 1st July 2017.
 - (ii) Tranche 2 – 5,000,000 unlisted options at an exercise price of \$0.50 and expiring on 1st July 2018.
 - (iii) Tranche 3 – 5,000,000 unlisted options at an exercise price of \$0.62 and expiring on 1st July 2019.

Further terms and conditions of the Adviser Options are set out in Schedule 1.

- (d) The Adviser Options were granted to Sun Hung Kai Strategic Capital Limited (and/or its nominees).
- (e) No funds were raised on the grant of the Adviser Options, with the options being granted in recognition of ongoing corporate advisory services provided to the Company by the Adviser.
- (f) A voting exclusion statement for Resolution 4 is included in the Notice.

5.3 Directors' recommendation

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

GLOSSARY

\$ means Australian dollars.

Adviser means, for the purposes of Resolution 4, Sun Hung Kai Strategic Capital Limited.

Adviser Options means the unlisted options granted to the Adviser, on the terms and conditions set out in Schedule 1.

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

ASIC means the Australian Securities and Investments Commission.

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 dealing 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 accompanying 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 meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the financial year ended 30 June 2016.

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.

SCHEDULE 1 – TERMS AND CONDITIONS OF ADVISER OPTIONS

The Terms and Conditions of the Adviser Options are set out below:

1. Entitlement

The Adviser Options entitle the holder to subscribe for one Share upon the exercise of each Adviser Option.

2. Exercise price

The exercise price of each Adviser Option is \$0.38 for Tranche 1, \$0.50 for Tranche 2 and \$0.62 for Tranche 3 (**Exercise Price**).

3. Expiry date

The expiry date of each Adviser Option is 1st July 2017 for Tranche 1, 1st July 2018 for Tranche 2 and 1st July 2019 for Tranche 3 (**Expiry Date**). Any Adviser Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

4. Exercise period

The Adviser Options are exercisable at any time on or prior to the Expiry Date.

5. Notice of exercise

The Adviser Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Adviser Option being exercised. Any Notice of Exercise of an Adviser Option received by the Company will be deemed to be a notice of the exercise of that Adviser Option as at the date of receipt.

6. Shares issued on exercise

Shares issued on exercise of the Adviser Options will rank equally with the then issued Shares of the Company.

7. Adviser Options not quoted

The Company will not apply to ASX for quotation of the Adviser Options.

8. Quotation of Shares on exercise

Application will be made by the Company to ASX for official quotation of the Shares issued upon the exercise of the Adviser Options.

9. Timing of issue of Shares

After an Adviser Option is validly exercised, the Company must as soon as possible following receipt of the Notice of Exercise and receipt of cleared funds equal to the sum payable on the exercise of the Adviser Option:

(a) issue the Share;

- (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (c) do all such acts, matters and things to obtain the grant of quotation for the Share on ASX no later than 5 days from the date of exercise of the Adviser Option.

10. Participation in new issues

There are no participation rights or entitlements inherent in the Adviser Options and the holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Adviser Options.

11. Adjustment for bonus issues of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (a) the number of Shares which must be issued on the exercise of an Adviser Option will be increased by the number of Shares which the Adviser would have received if the Adviser had exercised the Adviser Option before the record date for the bonus issue; and
- (b) no change will be made to the Exercise Price.

12. Adjustment for rights issue

If the Company makes an issue of Shares pro rata to existing Shareholders there will be no adjustment of the Exercise Price of an Adviser Option.

13. Adjustments for reorganisation

If there is any reorganisation of the issued share capital of the Company, the rights of the Adviser Option holder may be varied to comply with the ASX Listing Rules which apply to a reorganisation of capital at the time of the reorganisation.

14. Adviser Options not transferable

The Adviser Options are not transferable, except with the prior written approval of the Board of directors of the Company and subject to compliance with the Corporations Act.

15. Lodgment instructions

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for Shares on exercise of the Adviser Options with the appropriate remittance should be lodged at the Company's share registry.

PROXY FORM

ISIGNTHIS LTD
ACN 075 419 715

ANNUAL GENERAL MEETING

I/We

of

appoint

being a Shareholder entitled to attend and vote at the Meeting, hereby

Name of proxy

OR

☐

the Chair as my/our proxy

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at **11:00am (AEDT) on 18 November 2016** at the offices of **Institute of Chartered Accountants, Level 18, Bourke Place, 600 Bourke Street, Melbourne Victoria 3000** and at any adjournment thereof.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where 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 a member of the Key Management Personnel, which includes the Chair.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES

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.

Voting on business of the Meeting

| | FOR | AGAINST | ABSTAIN |
|--|--------------------------|--------------------------|--------------------------|
| Resolution 1 – Adoption of Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 – Re-Election of Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 – Approval of 10% Placement Capacity | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 – Ratification of prior grant of unlisted Adviser Options | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Please note: If you mark the abstain box for a particular Resolution, you are directing your 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: _____ %

Signature of Shareholder(s):

Date: _____

Individual or Shareholder 1

Shareholder 2

Shareholder 3

Sole Director/Company Secretary

Director

Director/Company Secretary

Contact Name: _____ Contact Ph (daytime): _____

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a proxy):** A Shareholder entitled to attend and cast a vote at the Meeting is entitled to appoint a proxy to attend and vote on their behalf at the Meeting. If a Shareholder is entitled to cast 2 or more votes at the Meeting, the Shareholder may appoint a second proxy to attend and vote on their behalf at the Meeting. However, where both proxies attend the Meeting, voting may only be exercised on a poll. The appointment of a second proxy must be done on a separate copy of the Proxy Form. A Shareholder who appoints 2 proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointments do not specify the proportion or number of the Shareholder's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded. A duly appointed proxy need not be a Shareholder.
2. **(Direction to vote):** A Shareholder may direct a proxy how to vote by marking one of the boxes opposite each item of business. The direction may specify the proportion or number of votes that the proxy may exercise by writing the percentage or number of Shares next to the box marked for the relevant item of business. Where a box is not marked the proxy may vote as they choose subject to the relevant laws. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing instructions):**
 - **(Individual):** Where the holding is in one name, the Shareholder must sign.
 - **(Joint holding):** Where the holding is in more than one name, all of the Shareholders should sign.
 - **(Power of attorney):** If you have not already provided the power of attorney to the Company, please attach a certified photocopy of the power of attorney to this Proxy Form when you return it.
 - **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held. In addition, if a representative of a company is appointed pursuant to Section 250D of the Corporations Act to attend the Meeting, the documentation evidencing such appointment should be produced prior to admission to the Meeting. A form of a certificate evidencing the appointment may be obtained from the Company.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the Proxy Form and return by:
 - post to iSignthis Ltd, 456 Victoria Parade, East Melbourne, Victoria 3002;
 - facsimile to the Company on facsimile number +61 3 8640 0953; or
 - email to the Company at investors@isignthis.com

so that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy Forms received later than this time will be invalid.