



YPB Group Ltd.
ABN 68 108 649 421
ASX code: YPB

GLOBAL LEADER IN ANTI COUNTERFEIT TECHNOLOGY
Level 29, 66 Goulburn Street, Sydney NSW 2000
T: +612 8263 4000 F: +612 8263 4111

YPB Group Ltd ACN 108 649 421

Notice of General Meeting

Notice is given that the General Meeting of Shareholders of YPB Group Limited (**YPB** or the **Company**) will be held at 11.00 am (Sydney time), on Friday 2 March 2018 at Level 29, 66 Goulburn Street, Sydney, NSW 2000 (**General Meeting**). The Explanatory Memorandum accompanying this Notice provides additional information on matters to be considered at the General Meeting. The Explanatory Memorandum and Proxy form part of this Notice.

The Directors have determined that, pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the persons eligible to vote at the General Meeting are those who are registered Shareholders as at 7.00pm AEDT (Sydney time) on Wednesday 28 February 2018. Terms used in this Notice are defined in the Glossary which forms part of the Explanatory Memorandum.

AGENDA

Resolution 1

APPROVAL OF ISSUE OF OPTIONS

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

That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 27,771,323 Options to sophisticated and professional investors on the terms and conditions set out in the Explanatory Memorandum.

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of Resolution 1 by any 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), and any associates of those persons. However, the Company will not disregard a vote if:

- (a) 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
- (b) it is cast by the person chairing the meeting as a 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 Chairman of the General Meeting intends to vote all available proxies in favour of Resolution 1.

Resolution 2

APPROVAL OF ISSUE OF SHARES

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

That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 62,000,000 Shares to sophisticated and professional investors on the terms and conditions set out in the Explanatory Memorandum.

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of Resolution 2 by any 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), and any associates of those persons. However, the Company will not disregard a vote if:

- (a) 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
- (b) it is cast by the person chairing the meeting as a 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 Chairman of the General Meeting intends to vote all available proxies in favour of Resolution 2.

Resolution 3

ISSUE OF SHARES TO DIRECTOR IN LIEU OF CONSULTING FEES

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

NOTICE OF GENERAL MEETING

That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 1,428,571 Shares to Gerard Eakin, non-executive director of the Company, on the terms and conditions set out in the Explanatory Memorandum.

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of Resolution 3 by Gerard Eakin and any of his associates. However, the Company will not disregard a vote if:

- (a) 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
- (b) it is cast by the person chairing the meeting as a 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 Chairman of the General Meeting intends to vote all available proxies in favour of Resolution 3.

Dated: 22 January 2018.

By order of the Board.

Robert Whitton
Company Secretary

Notes

Explanatory Memorandum

The Notice should be read in conjunction with the accompanying Explanatory Memorandum.

Eligibility to vote

In accordance with the Corporations Act and the Constitution, a person's entitlement to vote at the General Meeting will be determined by reference to the number of Shares registered in the name of that person (reflected in the register of members) as at 7pm (Sydney time) on Wednesday 28 February 2018.

How to vote

Each Shareholder is entitled to attend and vote at the General Meeting in person or by proxy.

Proxy votes

Each Shareholder is entitled to appoint not more than two proxies to attend and vote in their place.

Where more than one proxy is appointed, the appointment may specify the proportion or number of votes that the proxy may exercise, otherwise each proxy may exercise half of the votes.

A proxy need not be a Shareholder.

A Proxy Form must be signed (in the form attached to this Notice) by the Shareholder or the Shareholder's attorney.

Proxy Forms must reach the Company at least forty eight (48) hours before the General Meeting.

The address for lodgment of Proxy Forms is:

Delivery Address

Level 12
225 George Street
Sydney NSW 2000
Australia

Postal Address

Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001
Australia

Fax Number

+ 61 2 9290 9655

Online

www.votingonline.com.au/ypbgm2018

Undirected Proxies

Subject to the above, the Chairman of the General Meeting intends to vote all undirected proxies in favour of the Resolutions. However, the Company encourages all Shareholders who submit Proxy Forms to direct their proxy how to vote on each Resolution by marking the boxes on the Proxy Form (Step 2) for each item of business.

Directed Proxies

Under recent amendments to the Corporations Act, there are new rules relating to how a proxy must vote directed proxies. If a Proxy Form specifies the way a proxy is to vote on a Resolution, then:

- (a) a proxy need not vote on a show of hands, but if the proxy does vote, the proxy must vote as directed;
- (b) if a proxy is appointed by two or more Shareholders who specify different ways to vote on a resolution, the proxy must not vote on a show of hands;
- (c) if the proxy is the Chairman, the proxy must vote as directed on a poll;
- (d) if the proxy is not the Chairman, the proxy need not vote on a poll, but if the proxy does vote, the proxy must vote as directed; and
- (e) if the proxy is not the Chairman and does not attend the General Meeting or does not vote on a Resolution, but the Proxy Form specifies how to vote and if a poll is demanded, then the Chairman is taken to have been appointed as the proxy and must vote as directed.

Power of Attorney

A Shareholder's attorney may sign the Shareholder's Proxy Form on behalf of the Shareholder. By signing the Proxy Form, the Shareholder's attorney confirms that the authority under which he or she executed the Proxy Form has not been revoked.

If the Shareholder's attorney signs the Proxy Form, then the attorney must, when it sends the Proxy Form to the Company, also send the authority (or a certified copy of the authority) under which the Proxy Form was signed. Each of the Proxy Form and authority must be received at least forty eight (48) hours before the General Meeting.

Bodies Corporate

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at the General Meeting. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise on behalf of the appointing body all of the powers that the appointing body could exercise at the General Meeting or in voting on a Resolution.

Enquiries

Shareholders are invited to contact the Company Secretary Robert Whitton on (02) 8263 4000 if they have any queries in respect of the matters set out in these documents.

Explanatory Memorandum

YPB Group Ltd

1. Introduction

This Explanatory Memorandum has been prepared to assist Shareholders in considering the Resolutions set out in the Notice. This Explanatory Memorandum forms part of, and should be read in conjunction with, the Notice.

Terms used in this Explanatory Memorandum are defined in the Glossary.

2. General

2.1 RESOLUTION 1: APPROVAL OF ISSUE OF OPTIONS

2.1.1 General

By way of background, on 22 January 2018 the Company:

- issued 83,977,390 Shares at \$0.04557 per share (**Placement Stage 1 Shares**) to institutional and professional investors (**Investors**) to raise \$3,826,849.64 under a placement (**Placement**);
- agreed to issue, subject to the approval of this Resolution 1, 27,771,323 Options (**Placement Options**) to Investors on the basis of 0.3307 Placement Options per Placement Stage 1 Share issued (approximately 1 Placement Option for each 3 Placement Stage 1 Shares issued); and
- agreed to issue, subject to the approval of Resolution 2, 62,000,000 Shares at \$0.035 per share (**Placement Stage 2 Shares**) to investors to raise a further \$2,170,000 under the Placement.

The purpose of the Placement is to fund the following:

- the cash portion of the consideration for the acquisition of Motif Micro Inc.;
- repayment of the facility with Bracknor Worldwide Investments Ltd; and
- general working capital requirements for operational expenditures.

As at the date of this Notice, the cash portion of the consideration for the acquisition of Motif Micro Inc. has been paid out of the funds raised under the Placement Stage 1 Shares.

Under Resolution 1, the Company seeks Shareholder approval to issue and allot up to 27,771,323 Placement Options to Investors.

The Placement Options will be issued on the following terms:

Key Term	Detail
Exercise Price	The exercise price for the Placement Options will be \$0.001 per option.
Entitlement on exercise	Each Placement Option entitles the holder to subscribe for one Share (New Share).
Expiry Date	The Placement Options will expire 12 months from their date of issue.

NOTICE OF GENERAL MEETING

Period of exercise	Placement Options may be exercised at any time prior to the Expiry Date. Any Placement Options not exercised by the Expiry Date will automatically lapse.
How to exercise an Option	To exercise, the holder is required to deliver a duly completed notice of exercise to the Company at any time prior to the Expiry Date.
Issue of Shares	Within 2 business days (being a day for which banks are open in New South Wales other than weekends or public holidays) after receipt of a valid notice of exercise, the Company will issue the New Shares pursuant to the exercise of the Placement Options.
Minimum number of Placement Options exercisable	10,000.
Ranking	New Shares issued on exercise of the Placement Options will rank equally with all existing Shares.
Quotation	The Placement Options will not be quoted.
Transferability	The Placement Options are not transferable.
Reconstruction of capital	If at any time the issued capital of the Company is reconstructed (including consolidation, subdivision, reduction of return), all rights of a holder of Placement Options are to be changed to the extent necessary in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.
Participation in new issues	There are no participation rights or entitlements inherent in the Placement Options and holders of Placement Options will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Placement Options without exercising the options. Holders of Placement Options will be afforded the period of at least 9 Business Days prior to and inclusive of the record date (to determine entitlements to the new issue) to exercise their Placement Options.
Change in Exercise Price/number of underlying ordinary shares	<p>If there is a bonus issue to shareholders, the number of ordinary shares over which a Placement Option is exercisable may be increased by the number of shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.</p> <p>In the event that a pro rata issue (except a bonus issue) is made to shareholders, the Exercise Price of the Placement Options may be reduced in accordance with ASX Listing Rule 6.22.2</p>

2.1.2 Shareholder approval under ASX Listing Rule 7.1

ASX Listing Rule 7.1 prohibits a company from issuing securities representing more than 15% of its issued capital in any 12 month period without security holder approval. Security holder approval is sought to approve the issue of the Placement Options referred to in Resolution 1.

By approving the issue of the Placement Options, the issue will not diminish the 15% annual placement capacity of the Company. This will provide the Company with flexibility to issue further equity securities within the next 12 months up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior shareholder approval. In the absence of such approval and subject to the passing of other resolutions at the General Meeting the Company may not have sufficient placement capacity to issue the Placement Options.

(a) Required information:

ASX Listing Rule 7.3 requires that the following information be provided to Shareholders in respect of Resolution 1 for the purposes of providing an approval under ASX Listing Rule 7.1.

Maximum number of securities to be issued:	27,771,323 Placement Options
Proposed date of issue:	The Placement Options will be issued as soon as practicable following approval by the Shareholders, but in any event no later than three months after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules).
Price at which the securities are to be issued:	\$nil per Placement Option
Terms of securities:	The terms of the Placement Options are set out above in section 2.1.1.
Persons to whom securities are to be issued:	Various professional and sophisticated investors.
Intended use of funds raised:	No cash will be received for the issue of the Placement Options as they will be issued for nil consideration. Funds received from the exercise of the Placement Options will be used to fund general working capital requirements.

(b) Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 1 by any 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), and any associates of those persons. However, the Company will not disregard a vote if:

- i. it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions of the Proxy Form; or
- ii. it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

(c) Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolution 1.

2.2 RESOLUTION 2: APPROVAL OF ISSUE OF SHARES

2.2.1 General

The Company has agreed to issue the Placement Stage 2 Shares under the Placement, subject to shareholder approval. As such, under this Resolution 2, the Company seeks approval to further issue and allot up to 62,000,000 Shares at \$0.035 per share to raise a further \$2,170,000 under the Placement to sophisticated and/or professional investors for capital raising purposes to fund the general working capital requirements for operational expenditures.

2.2.2 Shareholder approval under ASX Listing Rule 7.1

ASX Listing Rule 7.1 prohibits a company from issuing securities representing more than 15% of its issued capital in any 12 month period without security holder approval. Security holder approval is sought to approve the issue of the Placement Stage 2 Shares referred to in Resolution 2.

By approving the issue of the Placement Stage 2 Shares, the issue will not diminish the 15% annual placement capacity of the Company. This will provide the Company with flexibility to issue further equity securities within the next 12 months up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior shareholder approval. In the absence of such approval and subject to the passing of other resolutions at the General Meeting the Company may not have sufficient placement capacity to issue the Placement Stage 2 Shares.

(a) Required information:

ASX Listing Rule 7.3 requires that the following information be provided to Shareholders in respect of Resolution 2 for the purposes of providing an approval under ASX Listing Rule 7.1.

Maximum number of securities to be issued:	62,000,000 Placement Stage 2 Shares
Proposed date of issue:	The Placement Stage 2 Shares will be issued as soon as practicable following approval by the Shareholders, but in any event no later than three months after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules).
Price at which the securities are to be issued:	\$0.03500 per Placement Stage 2 Share
Terms of securities:	Fully paid ordinary shares in accordance with the Constitution which rank equally in all respects with the Company's existing shares on issue.
Persons to whom securities are to be issued:	Professional and sophisticated investors who have applied for Placement Stage 1 Shares.
Intended use of funds raised:	Funds raised from Placement Stage 2 Shares will be used to fund the general working capital requirements.

(b) Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 2 by any 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), and any associates of those persons. However, the Company will not disregard a vote if:

- i. it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions of the Proxy Form; or
- ii. it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

(c) Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolution 2.

2.3 RESOLUTION 3: ISSUE OF SHARES TO DIRECTOR FOR FEES OWED

2.3.1 General

Resolution 3 seeks Shareholder approval for the issue of 1,428,571 Shares (representing 0.23% of the Company's total issued Share capital as at the date of this Notice, such number being 555,833,450 Shares) to Mr Gerard Eakin (or his nominee) in full and final satisfaction of amounts owing by the Company to Mr Eakin on account of unpaid consultancy fees relating to services provided by Mr Eakin in connection with the Company's capital raisings, being an amount as at the date of this Notice of A\$50,000. .

2.3.2 ASX Listing Rule 10.11

Listing Rule 10.11 provides that an entity must not issue, or agree to issue, equity securities to a related party without the approval of its shareholders. For the purposes of the Corporations Act, a "related party" of the Company includes the directors of the Company. Mr Eakin is a director of the Company and, accordingly, is a related party of the Company for the purposes of both the Corporations Act and the Listing Rules.

The Company therefore seeks Shareholder approval to issue the Shares to Mr Eakin (or his nominee) for the purposes of Listing Rule 10.11.

2.3.3 ASX Listing Rule 7.1

Listing Rule 7.2 (exception 14) provides that Shareholder approval under Listing Rule 7.1 is not required for the issue of securities to related parties which are approved under Listing Rule 10.11. Accordingly, the issue of the Shares to Mr Eakin will not be included in the 15% calculation of the Company's annual placement capacity pursuant to Listing Rule 7.1.

(a) Required information:

ASX Listing Rule 10.13 requires that the following information be provided to Shareholders in respect of Resolution 3:

Name of Person:	Mr Gerard Eakin, a director of the Company.
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NOTICE OF GENERAL MEETING

Maximum number of securities to be issued:	The maximum number of Shares to be issued is 1,428,571.
Proposed date of issue:	No later than one month after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules).
Price at which the securities are to be issued:	\$0.035 per share
Terms of securities:	Fully paid ordinary shares in accordance with the Constitution which rank equally in all respects with the Company's existing shares on issue.
Intended use of funds raised:	As the Shares are being issued in lieu of cash payment for fees accrued, no funds will be raised through this issue.

(b) Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 3 by Mr Gerard Eakin and any of his associates. However, the Company will not disregard a vote if:

- i. it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions of the Proxy Form; or
- ii. it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

(c) Directors' Recommendation

The Board, other than Mr Eakin, recommend that Shareholders vote in favor of Resolution 3.

3. GLOSSARY

\$ means Australian Dollars.

ASX means ASX Limited.

ASX Listing Rule means a Listing Rule of ASX.

Board means the board of directors of the Company.

Company or YPB means YPB Group Limited (ACN 108 649 421).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors mean the current directors of the Company.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice.

General Meeting means the meeting convened by the Notice.

Investor has the meaning set out in section 2.1.1.

Notice means the Notice of Meeting accompanying this Explanatory Memorandum.

Option means an option to acquire a Share.

Placement has the meaning set out in section 2.1.1.

Placement Options has the meaning set out in section 2.1.1.

Placement Stage 1 Share has the meaning set out in section 2.1.1.

Placement Stage 2 Share has the meaning set out in section 2.1.1.

Proxy Form means the proxy form for the General Meeting accompanying the Notice.

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

Shareholder means a holder of a Share.



YPB Group Ltd.
ABN 68 108 649 421

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (AEDT) on Wednesday 28 February 2018**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** www.votingonline.com.au/ypbgm2018
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am (AEDT) on Wednesday 28 February 2018**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** www.votingonline.com.au/ypbgm2018

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM**STEP 1 APPOINT A PROXY**

I/We being a member/s of **YPB Group Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the General Meeting of the Company to be held at **Level 29, 66 Goulburn Street, Sydney, NSW, 2000 on Friday 2 March 2018 at 11.00am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Approval of Issue of 27,771,323 Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval of Issue of 62,000,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Issue of Shares to Director In Lieu of Consulting Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2018