

YPB Group Ltd
ACN 108 649 421

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of YPB Group Limited (“**YPB**” or the “**Company**”) will be held at 11.00 am, on **Monday 17 June 2019** (Sydney time) at Grosvenor Place, Level 12, 225 George 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 Annual General Meeting are those who are registered Shareholders as at 7pm (Sydney time) on Saturday 15 June 2019. Terms used in this Notice are defined in the Glossary in Annexure 2 which forms part of the Explanatory Memorandum.

AGENDA

Financial Statements

To receive and consider the financial statements of the Company and its controlled entities for the period ended 31 December 2018 and the related Directors' Report, Directors' Declaration and Auditors' Report.

Resolution 1

ADOPTION OF DIRECTORS' REMUNERATION REPORT

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

"That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 31 December 2018."

Voting Exclusion Statement:

The Company will disregard any votes cast on this resolution by or on behalf of a member of the key management personnel of the Company (including Directors) ("KMP"), or their closely related parties.

However, the Company need not disregard a vote cast by a KMP or closely related party of the KMP if:

- (a) it is cast by a person as proxy for a person who is permitted to vote, in accordance with the directions on the Proxy Form; or
- (b) it is cast by the Chairman of the Annual General Meeting as proxy for a person who is permitted to vote, where the Proxy Form does not specify the way the Chairman is to vote and which expressly authorises the Chairman to vote even though the resolution is connected directly or indirectly with the remuneration of a KMP and even though the Chairman of the Annual General Meeting is a member of KMP.

Note: In accordance with section 250R (3) of the Corporations Act, the vote on Resolution 1 will be advisory only and will not bind the Directors or the Company. If 25% or more of votes that are cast are voted against the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill resolution') that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must stand for re-election.

The Chairman of the Annual General Meeting intends to vote all available proxies in favour of Resolution 1.

Resolution 2

APPROVAL OF ADDITIONAL CAPACITY TO ISSUE SHARES UNDER LISTING RULE 7.1A

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

"That, for the purposes of Listing Rule 7.1A and for all other purposes, shareholders approve the Company having the additional capacity to issue equity securities under Listing Rule 7.1A on the terms and conditions as detailed in the Explanatory Memorandum."

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

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(except a benefit solely by reason of being a holder of ordinary securities in the Company), or an associate of the aforementioned persons.

However, the Company will not disregard a vote if:

- (a) it is cast by the 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 Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

The Chairman of the Annual General Meeting intends to vote all available proxies in favour of Resolution 2.

Resolution 3

RATIFICATION OF PRIOR ISSUE OF SHARES TO PAUL BISSO AND PATRICK DOYLE (3,040,047)

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

That, for the purposes of Listing Rule 7.4 and for all other purposes, the previous issue of 3,040,047 fully paid ordinary shares in the capital of the Company to Paul Bisso and Patrick Doyle on the terms and conditions as detailed in the Explanatory Memorandum, be and is hereby ratified and approved.

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of Resolution 3, by or on behalf of Paul Bisso and Patrick Doyle or an associate of the aforementioned 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 Annual General Meeting intends to vote all available proxies in favour of Resolution 3.

Resolution 4

RATIFICATION OF PRIOR ISSUE OF OPTIONS TO BELLAIRE CAPITAL PTY LTD (6,363,000)

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

That, for the purposes of Listing Rule 7.4 and for all other purposes, the previous issue of 6,363,000 Options to subscribe for fully paid ordinary shares in the capital of the Company to Bellaire Capital Pty Ltd on the terms and conditions as detailed in the Explanatory Memorandum, be and is hereby ratified and approved.

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of Resolution 4, by or on behalf of Bellaire Capital Pty Ltd or an associate of Bellaire Capital Pty Ltd.

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

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- (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 Annual General Meeting intends to vote all available proxies in favour of Resolution 4.

Resolution 5**RATIFICATION OF PRIOR ISSUE OF SHARES TO VARIOUS SOPHISTICATED AND PROFESSIONAL INVESTORS (110,000,000)**

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

That, for the purposes of Listing Rule 7.4 and for all other purposes, the previous issue of 110,000,000 fully paid ordinary shares in the capital of the Company to various sophisticated and professional investors on the terms and conditions as detailed in the Explanatory Memorandum, be and is hereby ratified and approved.

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of Resolution 5, by or on behalf of any person who participated in the issue or an associate 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 Annual General Meeting intends to vote all available proxies in favour of Resolution 5.

Resolution 6**APPROVAL OF ISSUE OF NEW SHARES TO S3 CONSORTIUM PTY LTD FOR SERVICES RENDERED TO THE COMPANY (3,800,000)**

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

"That for the purposes of Listing Rule 7.1 and all other purposes, approval be given for the Company to issue 3,800,000 fully paid ordinary shares in the capital of the Company to S3 Consortium Pty Ltd for services rendered to 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 6, by or on behalf of S3 Consortium Pty Ltd, or by 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 the aforementioned 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 direction 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.

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The Chairman of the Annual General Meeting intends to vote all available proxies in favour of Resolution 6.

Resolution 7**APPROVAL OF ISSUE OF NEW SHARES TO EVERBLU CAPITAL PTY LTD FOR SERVICES RENDERED TO THE COMPANY (5,000,000)**

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

“That for the purposes of Listing Rule 7.1 and all other purposes, approval be given for the Company to issue 5,000,000 fully paid ordinary shares in the capital of the Company to Everblu Capital Pty Ltd for services rendered to 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 7, by or on behalf of Everblu Capital Pty Ltd, or by 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 the aforementioned 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 direction 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 Annual General Meeting intends to vote all available proxies in favour of Resolution 7.

Resolution 8**APPROVAL OF ISSUE OF NEW SHARES TO VARIOUS SOPHISTICATED AND PROFESSIONAL INVESTORS (15,000,000)**

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

“That for the purposes of Listing Rule 7.1 and all other purposes, approval be given for the Company to issue 15,000,000 fully paid ordinary shares in the capital of the Company to various 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 8, 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 the aforementioned persons. However, the Company will not disregard a vote if:

- (c) it is cast by a person as a proxy for a person who is entitled to vote in accordance with the direction on the Proxy Form; or
- (d) 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 Annual General Meeting intends to vote all available proxies in favour of Resolution 8.

Resolution 9

APPROVAL OF ISSUE OF OPTIONS TO VARIOUS SOPHISTICATED AND PROFESSIONAL INVESTORS (125,000,000)

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

“That for the purposes of Listing Rule 7.1 and all other purposes, approval be given for the Company to issue 125,000,000 options to subscribe for fully paid ordinary shares in the capital of the Company to various 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 9, 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 the aforementioned persons. However, the Company will not disregard a vote if:

- (e) it is cast by a person as a proxy for a person who is entitled to vote in accordance with the direction on the Proxy Form; or
- (f) 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 Annual General Meeting intends to vote all available proxies in favour of Resolution 9.

Resolution 10

RE-ELECTION OF DIRECTOR (MR GEORGE SU)

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

“That Mr George Su, who retires in accordance with clause 60 of the Constitution and, being eligible offers himself for re-election as a Director of the Company, is hereby re-elected as a Director of the Company.”

The Chairman of the Annual General Meeting intends to vote all available proxies in favour of Resolution 10.

RESOLUTION 11

ELECTION OF DIRECTOR (MR PHILLIP WADE)

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

“That Mr Phillip Wade, pursuant to clauses 55.1 and 57.3 of the Company’s constitution is elected as a Director of the Company.”

The Chairman of the Annual General Meeting intends to vote all available proxies in favour of Resolution 11.

Resolution 12

APPROVAL TO ISSUE SHARES IN LIEU OF DIRECTOR’S FEES – MR GEORGE SU (4,000,000)

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

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“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 4,000,000 fully paid ordinary shares in the capital of the Company to Mr George Su or a nominee entity of Mr George Su on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of Resolution 12, by or on behalf of Mr George Su or an associate of Mr George Su. However, the Company will not disregard a vote if:

- (g) it is cast by a person as a proxy for a person who is entitled to vote in accordance with the direction on the Proxy Form; or
- (h) 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 Annual General Meeting intends to vote all available proxies in favour of Resolution 12.

Resolution 13**APPROVAL TO ISSUE SHARES IN LIEU OF DIRECTOR'S FEES – MR GERARD EAKIN (4,000,000)**

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 4,000,000 fully paid ordinary shares in the capital of the Company to Mr Gerard Eakin or a nominee entity of Mr Gerard Eakin on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of Resolution 13, by or on behalf of Mr Gerard Eakin or an associate of Mr Gerard Eakin. 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 direction on the Proxy Form; or
- (j) 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 Annual General Meeting intends to vote all available proxies in favour of Resolution 13.

Resolution 14**APPROVAL TO ISSUE SHARES IN LIEU OF DIRECTOR'S FEES – MR ANOOSH MANZOORI (4,000,000)**

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 4,000,000 fully paid ordinary shares in the capital of the Company to Mr Anoosh Manzoori or a nominee entity of Mr Anoosh Manzoori on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

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Voting Exclusion Statement:

The Company will disregard any votes cast in favour of Resolution 14, by or on behalf of Mr Anoosh Manzoori or an associate of Mr Anoosh Manzoori. However, the Company will not disregard a vote if:

- (k) it is cast by a person as a proxy for a person who is entitled to vote in accordance with the direction on the Proxy Form; or
- (l) 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 Annual General Meeting intends to vote all available proxies in favour of Resolution 14.

Resolution 15***(Contingent on the passing of Resolution 11)*****APPROVAL TO ISSUE SHARES IN LIEU OF DIRECTOR'S FEES – MR PHILLIP WADE (4,000,000)**

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 4,000,000 fully paid ordinary shares in the capital of the Company to Mr Phillip Wade or a nominee entity of Mr Phillip Wade on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of Resolution 15, by or on behalf of Mr Phillip Wade or an associate of Mr Phillip Wade. However, the Company will not disregard a vote if:

- (m) it is cast by a person as a proxy for a person who is entitled to vote in accordance with the direction on the Proxy Form; or
- (n) 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 Annual General Meeting intends to vote all available proxies in favour of Resolution 15.

RESOLUTION 16 – GRANT OF OPTIONS TO DIRECTOR MR ANOOSH MANZOORI

To consider and, if in favour, pass the following resolution as an **ordinary resolution**:

“That for the purposes of Listing Rule 10.11 and for all other purposes, the Company is authorised to grant a total of 4,000,000 options to subscribe for fully paid ordinary shares in the capital of the Company to Mr Anoosh Manzoori or a nominee entity of Mr Anoosh Manzoori on the terms and conditions detailed in the Explanatory Memorandum accompanying this Notice of Meeting.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of Resolution 16, by or on behalf of Mr Anoosh Manzoori or an associate of Mr Anoosh Manzoori. However, the Company will not disregard a vote if:

- (o) it is cast by a person as a proxy for a person who is entitled to vote in accordance with the direction on the Proxy Form; or
- (p) 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.

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The Chairman of the Annual General Meeting intends to vote all available proxies in favour of Resolution 16.

RESOLUTION 17 – GRANT OF OPTIONS TO MR PHILLIP WADE***(Contingent on the passing of Resolution 11)***

To consider and, if in favour, pass the following resolution as an **ordinary resolution**:

“That for the purposes of Listing Rule 10.11 and for all other purposes, the Company is authorised to grant a total of 4,000,000 options to subscribe for fully paid ordinary shares in the capital of the Company to Mr. Phillip Wade or a nominee entity of Mr Phillip Wade on the terms and conditions detailed in the Explanatory Memorandum accompanying this Notice of Meeting.”

Voting Exclusion Statement:

The Company will disregard any votes cast in favour of Resolution 17, by or on behalf of Mr Phillip Wade or an associate of Mr Phillip Wade. However, the Company will not disregard a vote if:

- (q) it is cast by a person as a proxy for a person who is entitled to vote in accordance with the direction on the Proxy Form; or
- (r) 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 Annual General Meeting intends to vote all available proxies in favour of Resolution 17.

Dated: 13 May 2019.

By order of the Board.



Adam Gallagher
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 Annual 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 Saturday 15 June 2019.

How to vote

Each Shareholder is entitled to attend and vote at the Annual 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 Annual 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/ypbagm2019

Key Management Personnel as proxy

If a shareholder appoints a member of the key management personnel (KMP) (which includes each of the Directors) or a closely related party of any KMP as proxy, such KMP or closely related party is not able to vote a proxy on Resolution 1 unless the shareholder directs them how to vote by marking the box on the Proxy Form (Step 2) for Resolution 1.

If a shareholder appoints the Chairman of the Annual General Meeting as proxy, the shareholder can direct the Chairman how to vote by marking the boxes on the Proxy Form for Resolution 1. Signing the proxy form will be considered to be an express direction to the Chairman of the Annual General Meeting to vote in favour of Resolution 1 even though Resolution 1 is connected directly or indirectly with the remuneration of a member of a KMP and/or even if the Chairman of the Annual General Meeting has an interest in the outcome of the Resolution.

Undirected Proxies

Subject to the above, the Chairman of the Annual 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

In accordance with the Corporations Act, 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 Annual General Meeting or does not vote on a Resolution, but the Proxy Form specifies how to vote and 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 Annual 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 Annual 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 Annual General Meeting or in voting on a Resolution.

Enquiries

Shareholders are invited to contact the Company Secretary Adam Gallagher on (+61) 428 130 447 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 FINANCIAL STATEMENTS

The Corporations Act requires that the Financial Report (including the Directors' Report, Financial Statements and the Audit Report) be laid before the Annual General Meeting. Although not requiring a vote of shareholders, an opportunity will be provided for shareholders to ask questions on the reports, including of the Company's auditor, who will be available to answer Shareholders' questions relating to the Audit Report.

2.2 RESOLUTION 1: ADOPTION OF DIRECTORS' REMUNERATION REPORT

2.2.1 The Board is committed to creating value for shareholders by applying the Company's funds productively and responsibly. A portion of the funds available to the Company is applied to remunerate your Directors.

2.2.2 Your Board is aware of the sensitivities of shareholders to remuneration practices generally, and submits its remuneration report to shareholders for consideration and adoption under a non-binding resolution. The resolution is advisory only and does not bind the Company or its directors. The Board will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.

2.2.3 The Remuneration Report appears within the Directors' Report in the Company's Annual Report and describes the remuneration practices of the Company and the rationale underpinning those practices.

Under the Corporations Act:

- (a) the Company is required to disregard any votes cast on this item of business by any member of "Key Management Personnel" (KMP) of the Company and their closely related parties, except as directed by any proxies; and
- (b) the 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 the directors' report (as included in the company's annual financial report for the previous financial year) was approved, other than

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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.

KMP are people having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, and include Directors.

“Closely related parties” includes certain family members and dependents of KMP and companies they control.

2.2.4 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

- If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy -

You must direct your proxy how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

- If you appoint the Chair as your proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member):

You do not need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, you must mark the acknowledgement on the Proxy Form to expressly authorise the Chair to exercise his/her discretion in exercising your proxy even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel.

- If you appoint any other person as your proxy:

You do not need to direct your proxy how to vote on this Resolution, and you do not need to mark any further acknowledgement on the Proxy Form.

Directors' Recommendation:

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

2.3 RESOLUTION 2: APPROVAL OF ADDITIONAL CAPACITY TO ISSUE SHARES UNDER LISTING RULE 7.1A**2.3.1 General**

Listing Rule 7.1A permits eligible entities to seek shareholder approval by special resolution at an Annual General Meeting to issue an additional 10% of issued share capital by way of placements over a 12-month period (**10% Placement Capacity**). The additional 10% placement capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

The effect of the Resolution 2 will be to allow the Directors to issue equity securities under Listing Rule 7.1A during the period of 12 months following the Annual General Meeting without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 2 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

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2.3.2 Eligibility

An eligible entity under Listing Rule 7.1A is one which has a market capitalisation of \$300 million or less and is not included in the S&P / ASX 300 Index. The Company is an eligible entity for the purposes of Listing Rule 7.1A.

The Company hereby seeks shareholder approval by way of a special resolution to have the ability to issue equity securities under the 10% Placement Capacity.

The exact number of equity securities that may be issued pursuant to the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 which provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of equity securities calculated as follows:

$(A \times D) - E$

where

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

- plus, the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- plus, the number of partly paid shares that became fully paid in the 12 months;
- plus, the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 or 7.4. This does not include an issue of fully paid shares under the Company's 15% placement capacity without shareholder approval;
- less the number of fully paid shares cancelled in the 12 months;

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

D is 10%

E is the number of equity securities issued or agreed to be issued under 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 ordinary securities under Rule 7.1 or 7.4.

Any equity securities issued under the 10% Placement Capacity must be in an existing quoted class of the Company's equity securities. The Company presently has only one class of quoted securities, being fully paid ordinary shares.

If the Company issues any equity securities under the 10% Placement Capacity, the entity must, pursuant to Listing Rules 7.1A.4 and 3.10.5A:

- (a) give to the ASX a list of the names of persons to whom the Company allotted equity securities and the number of equity securities caused to be allotted to each (but this list is not required to be released to the market); and
- (b) disclose to the market the details of the dilution to the existing holders of ordinary securities caused by the issue; where the equity securities are issued for cash consideration, a statement of the reasons why the eligible entity issued the equity securities as a placement rather than as a pro rata issue; the details of any underwriting arrangements and fees payable to the underwriter; and any other fees or costs incurred in connection with the issue.

2.3.3 Required Information**Minimum price**

Any equity securities issued by the Company Under Listing Rule 7.1A can only be issued at a price that is no less than 75% of the volume weighted average market price for securities in that class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- a) the date on which the price at which the securities are to be issued is agreed; or
- b) the date on which the securities are issued if the securities are not issued within five trading days of the date on which the issue price is agreed.

2.3.4 Dilution to existing security holders

If Resolution 2 is approved by shareholders and the Company issues securities under the 10% Placement Capacity, the additional economic and voting interests in the Company will be diluted. There is a risk that the market price of the Company's securities may be significantly lower on the issue date than on the date of the Annual General Meeting and the securities may be issued at a price that is at a discount to the market price on the issue date.

The table below shows a number of hypothetical scenarios for a 10% Placement Capacity as required by Listing Rule 7.3A.2 where the number of the Company's shares on issue (variable "A" in the formula in Listing Rule 7.1A.2) has remained current or increased by either 50% or 100% and the share price has decreased by 50%, remained current or increased by 100% based on the closing share price on ASX at 5 April 2019.

Number of shares on issue Variable "A"	Additional 10% placement Shares issued & funds raised	Dilution		
		\$0.004 Issue price at half current market price	\$0.008 Issue price at current market price	\$0.016 Issue price at double current market price
Current 916,933,479	Shares issued	91,693,347	91,693,347	91,693,347
	Funds raised*	\$366,773	\$733,546	\$1,467,093
50% increase 1,375,400,218	Shares issued	137,540,022	137,540,022	137,540,022
	Funds raised	\$550,160	\$1,100,320	\$2,200,640
100% increase 1,833,866,958	Shares issued	183,386,696	183,386,696	183,386,696
	Funds raised	\$733,546	\$1,467,093	\$2,934,187

* the indicative amounts of 'Funds raised' are rounded down to the nearest dollar.

The dilution table uses the following assumptions which the Company does not represent will necessarily occur:

- a) the Company issues the maximum number of securities available under the additional 10% Placement Capacity;
- b) the table shows only the effect of issues of securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1;

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- c) no options (including options issued under the 10% Placement Capacity) are exercised into shares before the date of issue of equity securities;
- d) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%;
- e) the table does not show an example of dilution that may be caused to a particular shareholder by reason of the placements under Listing Rule 7.1A, based on that shareholder's holding at the date of the Annual General Meeting; and
- f) the issue price at current market price is the closing price of the shares on ASX on 5 April 2019.

2.3.5 10% Placement Capacity period

Shareholder approval under Listing Rule 7.1A is valid from the date of the Annual General Meeting until the earlier of:

- a) 12 months after the Annual General Meeting; or
- b) The date of approval by shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

2.3.6 Purpose of 10% additional placement

The Company may seek to issue securities under the 10% Placement Capacity for either:

- a) Cash consideration. The Company may use the funds for working capital, towards potential transactions or for other corporate purposes deemed by the Board to be in the best interests of the Company; or
- b) Non-cash consideration for transactions deemed by the Board to be in the best interests of the Company including for the acquisition of businesses similar to those carried out by the Company, or for the provision of different services to the Company. In such circumstances the Company will release to the market a valuation of the noncash consideration that demonstrates that the issue price of the securities complies with Listing Rule 7.1A.3.

The Company will comply with any disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon the issue of any securities under Listing Rule 7.1A.

2.3.7 Allocation policy

The Company's allocation policy is dependent upon the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of allottees of equity securities will be determined on a case by case basis having regard to factors including but not limited to the following:

- a) the methods of raising funds that are then available to the Company;
- b) the effect of the issue of the equity securities on the control of the Company;
- c) the financial situation and solvency of the Company; and
- d) advice from professional and corporate advisers (if applicable).

Allottees under the 10% Placement Capacity have not been determined as at the date of this Notice of Meeting and may include existing and/or new security holders but cannot include any related parties or associates of a related party of the Company.

2.3.8 Previous Issues of Securities under Listing Rule 7.1A

The Company obtained approval under Listing Rule 7.1A at its previous annual general meeting on 31 May 2018. The approval granted on 31 May 2018 will cease to be valid as at the date of this Annual

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General Meeting. If approval is given under Resolution 2 then such approval will apply for a period of 12 months from this Annual General Meeting.

In accordance with Listing Rule 7.3A.6 since the last Annual General Meeting:

- The Company has issued 270,674,985 fully paid ordinary shares (**Shares**) and 136,488,028 options (**Options**).
- No options were converted and 7,306,000 options lapsed
- There was a 41% increase in the total number of Shares on issue at the commencement of that 12 month period.
- On a fully diluted basis there was an increase of 112% of the total number of equity securities on issue.

The equity securities issued since the Company's last Annual General Meeting on 31 May 2018 are set out in the table below. For the purposes of the table:

'**Shares**' means ordinary fully paid shares in the Company which rank equally with the existing shares on issues.

'**Options**' means options to acquire fully paid ordinary shares in the Company.

Issue Date	Number of equity Securities and class	Persons issued to or basis of issue	Issue price (discount)	Consideration and use of funds*
30/6/2018	1,955,142 Shares	Various employees of the Company (Conversion of Employee Performance Rights to Ordinary Shares)	\$0.00	N/A
17/7/2018	3,800,000 Shares	Namaste Technologies Inc (Investment upon signing exclusive agreement). Shares issued for cash.	\$0.035	\$133,000 Working capital
17/7/2018	3,800,000 Options Exercise price: \$0.035 Expiry date: 17/07/2019	Namaste Technologies Inc (Investment upon signing exclusive agreement)	\$0.00	N/A
29/8/2018	321,371 Shares	Various employees of the Company (Conversion of Employee Performance Rights to Ordinary Shares)	\$0.00	N/A

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5/9/2018	90,910,251 Shares	Shares issued for cash to various sophisticated and institutional investors.	\$0.018	\$1,636,385 Working capital, debt repayment, R & D to commence commercialisation of Motif Micro smartphone anti-counterfeit technology and fund preparation for Token issue.
31/10/2018	22,222,222 Shares	Repayment of Debt to Director John Houston	\$0.018	Nil cash consideration. Current value of non-cash consideration is \$399,999. Conversion of Director loan to equity
31/10/2018	20,520,397 Shares	Shares issued to Motif Micro vendors	\$0.054	Nil cash consideration. Current value of non-cash consideration is \$1,108,101 Milestone share issue
31/10/2018	22,222,222 Options Exercise price: \$0.025 Expiry date: 30/04/2020	Director, John Houston	\$0.03 (29% disc)	N/A (Option component of conversion of debt to equity)
31/10/2018	90,910,251 Options Exercise price: \$0.025 Expiry date: 30/04/2020	Options issued to various sophisticated and institutional investors.	\$0.00	N/A (Options attaching to shares issued)
31/10/2018	7,637,000 Options Exercise price: \$0.025 Expiry date: 30/04/2020	Sanlam Private Wealth (Options issued in part payment of capital raising fee)	\$0.055	N/A
1/11/2018	3,040,047 Shares	Shares issued to Motif Micro vendors	\$0.054	Nil cash consideration. Current value of non-cash consideration is \$164,163 Balance of milestone

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				payment
3/12/2018	1,500,000 convertible notes	Various convertible note investors	\$1.00 (face value)	\$1,500,000 Working capital
4/12/2018	6,363,000 Options Exercise price: \$0.025 Expiry date: 30/04/2020	Sanlam Private Wealth (Options issued in part payment of capital raising fee)	Deemed Issue Price \$0.0001	Nil cash consideration. Current value of non-cash consideration based on the last traded price of the options of (\$0.002) is \$12,726
11/1/2019	2,100,000 Shares	Various Employees of the Company Conversion of Employee Performance Rights to Ordinary Shares	\$0.00	N/A
20/2/2019	110,000,000 Shares	Shares issued for cash to various sophisticated and institutional investors.	\$0.01	\$1,100,000 Working capital, business development, R&D, cost of raise
1/3/2019	5,555,555 Shares	Kentgrove Capital Pty Ltd (Conversion of Convertible notes)	\$0.009	Nil cash consideration. Current value of non-cash consideration is \$50,000 Debt reduction
1/3/2019	5,555,555 Options Exercise price: \$0.025 Expiry date: 31/08/2020	Kentgrove Capital Pty Ltd (Attaching option for shares issued under conversion of convertible note)	\$0.00	N/A

* Dollar amounts are rounded to the nearest whole dollar.

2.3.9 Compliance with Listing Rules 7.1A.4 and 3.10.5A

When the Company issues equity securities pursuant to the 10% Placement Capacity, it will give ASX:

- a list of the names of the persons to whom the Company issues the equity securities and the number of equity securities allotted to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- the information required by Listing Rule 3.10.5A for release to the market.

Voting exclusion

A voting exclusion statement is included in the Notice of Meeting. At the date of the Notice of Meeting the Company has not invited and has not determined to invite any particular existing security holder or

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an identifiable class of existing security holders to participate in an offer under Listing Rule 7.1 A. Therefore, no existing security holder will be excluded from voting on Resolution 2.

Directors' recommendation:

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

2.4 RESOLUTIONS 3, 4 and 5, RATIFICATION OF PRIOR ISSUES OF SECURITIES

2.4.1 Resolutions 3, 4, and 5, seek approval from Shareholders for the prior issue of Shares and Options (**Securities**) that have occurred in the previous 12-month period that have not already been approved by Shareholders for the purposes of Listing Rule 7.1.

Listing Rule 7.1 prohibits a company from issuing securities representing more than 15% of its issued capital in any 12-month period without shareholder approval.

Under Listing Rule 7.4 where a company in general meeting ratifies a previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

If Resolutions 3, 4 and 5, are approved it will have the effect of refreshing the Company's ability to issue up to a further 15% of its capital under Listing Rule 7.1 during the next 12 months without the need to obtain prior shareholder approval.

2.4.2 The Company has issued 119,403,047 Securities utilising its 15% annual placement capacity under Listing Rule 7.1 since the last general meeting held 30 October 2018.

Resolution 3

Name of the allottee:	In equal proportions to the MM Vendors being Paul Bisso and Patrick Doyle
Date of issue:	31 October 2018
Number of securities that were allotted and issued:	3,040,047 Shares
Price at which the securities were issued:	\$0.054
Terms of securities:	Fully paid ordinary shares which rank equally with the existing shares on issue
Purpose of the issue:	Balance of milestone share payment for Motif Micro development
Use (or intended use) of the funds raised:	No cash was received as shares were issued in consideration for the MM Shares from the MM Vendors

Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolution 3

Resolution 4

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Name of the allottees:	Bellaire Capital Pty Ltd
Number of securities that were allotted and issued:	6,363,000 Options to subscribe for Shares
Date of issue:	4 December 2018
Price at which the securities were issued:	Deemed issue price of \$0.0001 per Option
Terms of securities:	Options to subscribe for Fully paid ordinary shares Exercise price: \$0.025 Expiry Date: 30 April 2020 Any ordinary shares issued pursuant to the valid exercise of each option will rank equally with the existing fully paid ordinary shares then on issue. Further terms set out in Annexure 1 to this Notice of Meeting.
Purpose of the issue:	Options issued in part payment of capital raising fee for the Placement completed 5 September 2018
Use (or intended use) of the funds raised:	No funds raised by the issue of the Options

Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolution 4

Resolution 5

Name of the allottees:	The Shares were issued to 41 sophisticated and professional investors, none of whom are related parties of the Company or its associates.
Number of securities that were allotted and issued:	110,000,000 Shares
Date of issue:	20 February 2019
Price at which the securities were issued:	\$0.01 per Share
Terms of securities:	Fully paid ordinary shares which rank equally with the existing shares on issue
Purpose of the issue:	Tranche 1 of Placement to sophisticated investors announced on 13 February 2019
Use (or intended use) of the funds raised:	The funds raised from the issue of the Shares are intended to be allocated to marketing and business development activities in key target geographic markets and industry verticals, developing indirect

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	sales channels, ongoing technology development associated with Motif Micro and the YPB Connect platform, costs associated with the capital raise and for general working capital purposes.
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Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolution 5.

2.5 RESOLUTIONS 6, 7, 8 AND 9: APPROVAL OF ISSUE OF NEW SHARES AND OPTIONS**2.5.1 Background**

Resolutions 6, 7, 8 and 9 seek approval of new issues of securities as follows:

Resolution 6 seeks shareholder approval to issue 3,800,000 new fully paid ordinary shares ("new shares") to S3 Consortium Pty Ltd (trading as 'StocksDigital') in lieu of cash payable for Investor Relations services rendered to the Company. The amount contracted is \$38,000.

Resolution 7 seeks shareholder approval to issue 5,000,000 new fully paid ordinary shares ("new shares") to EverBlu Capital Pty Ltd in lieu of cash payable for Research services rendered to the Company. The amount contracted is \$50,000.

The Shares to be issued subsequent to the passing of Resolutions 6 and 7 will be issued at the price of \$0.01 (1c) per share, being the price of the shares issued under the placement announced 13 February 2019. The Company has paid the GST component of the invoice in cash.

Approval of Resolutions 6 and 7 will preserve the Company's cash that can be made available for working capital to fund technical development and commercial initiatives.

Resolution 8 seeks shareholder approval to issue 15,000,000 Shares to sophisticated and professional investors in accordance with the terms of the Placement announced to the market 13 February 2019.

Resolution 9 seeks shareholder approval to issue 125,000,000 Options to sophisticated and professional investors in accordance with the terms of the placement announced to the market 13 February 2019.

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 New Shares and Options referred to in Resolutions 6, 7, 8 and 9.

By approving the issue of the Shares and Options the subject of Resolutions 6, 7, 8 and 9, the issues 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 Listing Rule 7.1 without the requirement to obtain prior shareholder approval.

2.5.2 Required Information

Listing Rule 7.3 requires that the following information be provided to Shareholders in respect of Resolutions 6, 7, 8 and 9 for the purposes of providing an approval under Listing Rule 7.1:

Resolution 6

Maximum number of Shares	3,800,000 Fully paid ordinary shares
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to be issued:	
Proposed date of Issue:	The Shares will be issued on a single date no later than 3 months after the date of the meeting.
Price at which the Shares are to be issued:	\$0.01 per share
Terms of securities:	Fully paid ordinary shares which rank equally with the existing shares on issue
Persons to whom Shares are to be issued:	The Shares will be issued to S3 Consortium Pty Ltd
Intended use of funds raised:	No funds will be raised from the issue of the relevant Shares, however, the Company will discharge its obligation to pay for services provided by S3 Consortium Pty Ltd

Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolution 6.

Resolution 7

Maximum number of Shares to be issued:	5,000,000 Fully paid ordinary shares
Proposed date of Issue:	The Shares will be issued on a single date no later than 3 months after the date of the meeting.
Price at which the Shares are to be issued:	\$0.01 per share
Terms of securities:	Fully paid ordinary shares which rank equally with the existing shares on issue
Persons to whom Shares are to be issued:	EverBlu Capital Pty Ltd
Intended use of funds raised:	No funds will be raised from the issue of the relevant shares however, the Company will discharge its obligation to pay for services provided by Everblu Capital Pty Ltd

Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolution 7.

Resolution 8

Maximum number of Shares to be issued:	15,000,000 Fully paid ordinary shares
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Proposed date of Issue:	The Shares will be issued on a single date no later than 3 months after the date of the meeting.
Price at which the Shares are to be issued:	\$0.01 per share
Terms of securities:	Fully paid ordinary shares which rank equally with the existing shares on issue
Persons to whom Shares are to be issued:	The Shares will be issued to approximately 40 sophisticated and professional investors, none of whom are related parties of the Company or its associates.
Intended use of funds raised:	The funds raised from the issue of the Shares are intended to be allocated to marketing and business development activities in key target geographic markets and industry verticals, developing indirect sales channels, ongoing technology development associated with Motif Micro and the YPB Connect platform, costs associated with the capital raise and for general working capital purposes.

Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolution 8.

Resolution 9

Maximum number of Shares to be issued:	125,000,000 Options to subscribe for ordinary shares
Proposed date of Issue:	The Options will be issued on a single date no later than 3 months after the date of the meeting.
Price at which the securities are to be issued:	Nil
Terms of securities:	Options to subscribe for Fully paid ordinary shares Exercise price: \$0.025 Expiry Date: 30 April 2020 Any ordinary shares issued pursuant to the valid exercise of each Option will rank equally with the existing fully paid ordinary shares then on issue. Further terms set out in Annexure 1 to this Notice of Meeting.
Persons to whom Shares are to be issued:	The Options will be issued to sophisticated and professional investors, none of whom are related parties of the Company or its associates.
Intended use of funds raised:	No funds will be raised by the issue of the Options. The exercise price will be applied towards general working capital.

Directors' Recommendation

The Board recommends that Shareholders vote in favour of Resolution 9.

2.6 RESOLUTION 10 RE-ELECTION OF DIRECTOR (MR GEORGE SU)

Mr Su was first appointed to the Board on 31 July 2014 pursuant to clause 58.1 of the Company's constitution with his appointment being confirmed at the AGM held 27 April 2015, he now retires in accordance with clause 60 of the Constitution and, being eligible offers himself for re-election.

Mr Su headed CITIC Securities Australian operation between 2009 and 2013 with special focus on cross border transactions between Australia and China and continues to represent the Chinese investment bank in Australia as its business partner. He was born and educated in Beijing before continuing his education in the USA. He holds a Bachelor of Arts Degree in Business Administration.

Mr Su has lived and worked in China, Hong Kong, Singapore and Australia and now resides in Sydney. He has held senior positions in a Chinese government controlled Investment Company, has been the managing director of a Singapore based venture group and was an Independent director of Macquarie Bank's China property fund.

Mr Su has made, and is expected to continue to make, a significant contribution to the Company through his professional network, experience and his knowledge of the Company's key geographic markets.

Directors' Recommendation:

The Board recommends that Shareholders vote in favour of Resolution 10.

2.7 RESOLUTION 11 ELECTION OF DIRECTOR (MR PHILLIP WADE)

Pursuant to clauses 55.1 and 57.3 the Board seeks the approval from shareholders to appoint Mr Phillip Wade as Director of the Company.

Mr Wade is a commercial business leader with 20 years experience creating and leading digital businesses and marketing teams across multiple geographies and industries.

Mr Wade is currently the Chief Marketing Officer for Jetstar Airways (owned by the Qantas Airways Limited). Mr Wade has obtained consent from his employer to seek appointment as a Director of YPB Group Limited.

In his role with Jetstar, Mr Wade is responsible for strategy definition, team training and development, singular global customer marketing technology stack creation, internal content team formation, agency roster restructuring and their definition of visual and tonal brand identity across all geographies centered on Australia, Japan, Singapore, Vietnam, Japan and China to deliver improved customer engagement and more profitable sales.

Mr Wade formerly held executive roles with other major international brands including, Marketing and Ecommerce Director for Target Corporation, Vice President and Marketing Director TK Maxx, Marketing Manager - ASDA.

Mr Wade's professional experience, digital marketing knowledge and industry contacts are anticipated to be a valuable addition to the board and the Company.

Directors' Recommendation:

The Board recommends that Shareholders vote in favour of Resolution 11.

2.8 RESOLUTIONS 12, 13, 14 AND 15: APPROVAL TO ISSUE SHARES IN LIEU OF DIRECTOR'S FEES

2.8.1 Background

For a period of twelve (12) months from 1 April 2019 to 31 March 2020 the Directors have elected to forego the payment of Directors fees in cash in favour of receiving the value of their fees in an equivalent amount of shares subject to the approval of shareholders. The proposed value of each share issued under resolutions 12, 13, 14, and 15 is \$0.01 being that amount at which the most recent placement was conducted across two tranches.

Approval of resolutions 12, 13, 14, and 15 will allow the Company to apply those funds, which would otherwise be applied to Directors' remuneration, to its commercial operations.

Shares to be issued to the Directors have been determined based on:

- a) their respective yearly director fees and are issued in lieu of cash payments
- b) a price of \$0.01 per share.

Under Resolutions 12, 13, 14, and 15 the Company is seeking Shareholder approval under Listing Rule 10.11 for the issue of Shares to each of the Directors in lieu of Director's fees for the period commencing 1 April 2019 and ending 31 March 2020. For Mr Wade, the period will be for the twelve months from the date of his appointment as a Director.

Resolution 15 will be withdrawn if Resolution 11 that relates to the appointment of Mr Phillip Wade as Director of the Company, is not passed by shareholders.

2.8.2 Listing Rule 10.11

Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to the issue of securities to a related party. Mr Su, Mr Eakin, Mr Manzoori and Mr Wade are considered to be related parties of the Company.

Approval pursuant to Listing Rule 7.1 is not required in order to issue the Shares as approval is being obtained under Listing Rule 10.11. The issue of the Shares will not be included in the 15% calculation for the purposes of Listing Rule 7.1. Listing Rule 10.13 sets out a number of matters which must be included in a notice of meeting proposing an approval under Listing Rule 10.11. The following information is provided to Shareholders for the purposes of Listing Rule 10.13:

2.8.3 Shareholder approval under Listing Rule 7.1 not sought

Exception 14 to Listing Rule 7.2 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 Shares to Mr Su, Mr Eakin, Mr Manzoori and Mr Wade will not be included in the 15% calculation of the Company's annual placement capacity pursuant to Listing Rule 7.1.

2.8.4 Shareholder approval under Chapter 2E of the Corporations Act not sought

For a public company, or an entity that a public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- a) obtain the approval of the public company's members in the manner set out in sections 221 to 227 of the Corporations Act; and
- b) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 apply.

The issue of Shares to Mr Su, Mr Eakin, Mr Manzoori and Mr Wade falls within the definition of a "financial benefit" for the purposes of the Corporations Act.

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Consequently, the issue of Shares to Mr Su, Mr Eakin, Mr Manzoori and Mr Wade, will for the purposes of Chapter 2E of the Corporations Act, constitute giving a financial benefit to related parties of the Company.

The financial benefit being given to Mr Su, Mr Eakin, Mr Manzoori and Mr Wade is being given in lieu of remuneration and is reasonable in the Company's circumstances. Therefore, it falls within the exception set out in section 211 of the Corporations Act. Accordingly, Shareholder approval for the purposes of Chapter 2E of the Corporations Act is not being sought.

2.8.5 Required disclosure for resolutions 12, 13, 14, and 15:

Name of the allottees:	a) George Su (Director) b) Gerard Eakin (Director) c) Anoosh Manzoori (Director) d) Phillip Wade (Mr Phillip Wade is currently a proposed Director of the Company. Mr Phillip Wade's appointment as a Director is subject to the passing of Resolution 11 at the Meeting)
Maximum number of securities to be issued:	4,000,000 shares to each director a) – d) for a total of 16,000,000 shares
Date of issue:	As soon as practical but in any event no later than 1 month after the Annual General Meeting.
Price at which the securities are to be issued:	\$0.01 per Share
Terms of securities:	<p>Vesting condition: The shares will vest on 1 April 2020. If an aforementioned allottee ceases to hold office prior to 1 April 2020 then the shares issued under the relevant resolution (12, 13, 14, 15) held by that allottee will automatically vest on the date of cessation of their directorship with the number of shares for that Director being reduced pro rata based on the number of months that the Director has served since 1 April 2019, or part thereof.</p> <p>For the avoidance of doubt on passing of Resolutions 12, 13, 14 and 15, the shares issued will vest on cessation of directorship that occurs in the twelve-month period from 1 April 2019 to 1 April 2020. For example if a Director ceases to hold office on 30 September 2019 then the number of vested shares that they receive will be $(4000,000/12) \times 6 = 2,000,000$.</p> <p>The shares will otherwise rank equally with existing fully paid ordinary shares in accordance with the Constitution.</p>
Purpose of the issue:	For director's fees in lieu of cash
Use (or intended use) of the funds	As the shares will be issued for director's fees there will

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raised:	be no funds raised by the issue.
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Directors' Recommendation:

The Board (with each Director abstaining from making a recommendation that concerns their individual remuneration) recommends that Shareholders vote in favour of Resolutions 12, 13, 14 and 15.

2.9 RESOLUTIONS 16 AND 17: APPROVAL TO GRANT OPTIONS TO DIRECTORS (AM, PW)

2.9.1 Resolutions 16 and 17 seek Shareholder approval pursuant to Listing Rule 10.11 and Chapter 2E of the Corporations Act for the grant of four million (4,000,000) options to each of Mr Anoosh Manzoori and Mr Phillip Wade as an incentive component to their remuneration as Directors.

The board considers that a proposed grant of options is reasonable on the following basis:

- (a) The anticipated workload to be placed on Mr Manzoori and Mr Wade is significantly greater than what would normally be expected for a Director that does not hold an executive role in the Company.
- (b) The Directors believe that Mr Manzoori and Mr Wade are each expected to play a key role in the future performance of the Company and that it is appropriate to seek to align their personal interests with those of shareholders.

The Directors (with Mr Manzoori and Mr Wade abstaining) consider that the grant of options in the Company is an effective way for a small company with limited cash resources to both retain and incentivise those people that are believed to be important in delivering the Company's future performance.

2.9.2 Listing Rule 10.11

Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to the issue of securities to a related party. Mr Manzoori and Mr Wade are considered to be related parties of the Company.

Approval pursuant to Listing Rule 7.1 is not required in order to issue the Options as approval is being obtained under Listing Rule 10.11. The issue of the Options will not be included in the 15% calculation for the purposes of Listing Rule 7.1. Listing Rule 10.13 sets out a number of matters which must be included in a notice of meeting proposing an approval under Listing Rule 10.11. The following information is provided to Shareholders for the purposes of Listing Rule 10.13:

2.9.3 Shareholder approval under Listing Rule 7.1 not sought

Exception 14 under Listing Rule 7.2 provides that Shareholder approval under Listing Rules 7.1 is not required for the issue of securities to related parties which are approved under Listing Rules 10.11.

Accordingly, the issue of Options to Mr Manzoori and Mr Wade will not be included in the 15% calculation of the Company's annual placement capacity pursuant to Listing Rules 7.1.

2.9.4 Shareholder approval under Chapter 2E of the Corporations Act not sought

For a public company, or an entity that a public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- a) obtain the approval of the public company's members in the manner set out in sections 221 to 227 of the Corporations Act; and
- b) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 apply.

NOTICE OF ANNUAL GENERAL MEETING

The issue of Options to Mr Manzoori and Mr Wade falls within the definition of a "financial benefit" for the purposes of the Corporations Act.

Consequently, the issue of Options to Mr Manzoori and Mr Wade, will for the purposes of Chapter 2E of the Corporations Act, constitute giving a financial benefit to related parties of the Company.

The financial benefit being given to Mr Manzoori and Mr Wade is being given in connection with their remuneration for roles they have been appointed to perform and is reasonable in the Company's circumstances. Therefore, it falls within the exception set out in section 211 of the Corporations Act. Accordingly, Shareholder approval for the purposes of Chapter 2E of the Corporations Act is not being sought.

2.9.5 Required disclosure

Name of the allottees:	a) Anoosh Manzoori (Director) b) Phillip Wade (Proposed Director)
Maximum number of securities to be issued:	4,000,000 options to subscribe for ordinary shares to each of a) and b) for a total of 8,000,000 options
Date of issue:	As soon as practical but in any event no later than 1 month after the Annual General Meeting.
Price at which the securities are to be issued:	Nil
Terms of securities:	The options will rank equally with existing listed YPBOA options with an exercise price of \$0.025 and expiring 30 April 2020. Upon conversion of the options to shares the shares will rank equally with existing fully paid ordinary shares in accordance with the Constitution. Further terms set out in Annexure 1 to this Notice of Meeting.
Purpose of the issue:	As an additional component to director's fees in lieu of cash
Use (or intended use) of the funds raised:	No funds raised by the issue of the options.

2.9.6 Other Information

Each Non-executive Director inclusive of Mr Manzoori and Mr Wade receive \$40,000 per annum in relation to their role as a Director. Under Resolutions 12, 13, 14 and 15 set out in this notice of meeting the Company is seeking shareholder approval for the issue of shares in lieu of cash for the payment of fees for each Director for the twelve months commencing 1 April 2019.

Each Director may also be paid fees or other amounts as the Directors determine if a Director performs special duties or otherwise performs services outside the scope of the ordinary duties of a Director. Any payments made or contracted with Directors or their related parties that do not form part of the non-executive Director fees paid out of the existing remuneration pool approved by security

NOTICE OF ANNUAL GENERAL MEETING

holders will be disclosed and set out in accordance with listing rule 3.16.4. As at the date of this Notice of Meeting there are no such arrangements in place with Mr Anoosh Manzoori or Mr Phillip Wade or their related parties. A Director may also be reimbursed for out of pocket expenses incurred as a result of their directorship or any special duties.

An external valuation of the proposed options has not been commissioned by the Company. The proposed options will rank equally in every respect with the existing listed YPBOA options and thus have a determinable market value. As at the date of this Notice of Meeting, the last market trade of the YPBOA options occurred on 6 March 2019 at a price of \$0.002 per option. Based on this price the total value of the Options that are proposed by Resolutions 16 and 17 to be issued to each of Mr Manzoori and Mr Wade is \$8,000.

Alternatively, the Company could offer additional amounts of cash to each Director within the limit of the existing remuneration pool for non executive directors, however the board considers that the granting of the options will both preserve the Company's cash reserves as well as align Mr Manzoori's and Mr Wade's personal interests with the interests of shareholders.

The market price of Shares would normally determine whether the Director Options will be exercised or not. If the Director Options are exercised at a price that is lower than the price at which Shares are trading on ASX, there may be a perceived cost to the Company. The exercise price of the options is \$0.025 and the last traded price of the Company's shares as at 5 April 2019 is \$0.008 thus the share price will need to increase by 212.5% from current levels to equal the option exercise price.

As at the date of this Notice of Meeting Mr Manzoori and Mr Wade do not own any securities in the Company and have not otherwise entered into an agreement or arrangement in relation to securities in the Company. If Resolutions 14, 15, 16 and 17 are passed then Mr Manzoori and Mr Wade will be issued Shares and Options in accordance with those resolutions.

Mr Manzoori is the Executive Chairman of First Growth Funds Limited (ASX:FGF) that led the issue of convertible notes totaling \$1,500,000 in aggregate that were issued 3 December 2018. FGF holds convertible notes totaling \$495,000. Mr Manzoori does not hold a controlling interest in FGF.

Resolution 17 will be withdrawn if Resolution 11, that relates to the appointment of Mr Phillip Wade as Director of the Company, is not passed by shareholders.

Directors' Recommendation:

The Board (with each of Mr Manzoori and Mr Wade abstaining from making a recommendation that concerns their individual remuneration) recommends that Shareholders vote in favour of Resolutions 16 and 17.

ANNEXURE 1: TERMS OF SECURITIES

Option Term	Detail
Exercise Price	The exercise price for the Options will be \$0.025 per option.
Entitlement on exercise	Each Option entitles the holder to subscribe for one Share (New Share).
Expiry Date	30 April 2020
Period of exercise	Options may be exercised at any time prior to the Expiry Date. Any 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 5 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 Options.
Minimum number of Options exercisable	100,000
Ranking	New Shares issued on exercise of the Options will rank equally with all existing Shares.
Quotation	The Company will seek to obtain quotation of the Options.
Transferability	The Options are 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 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 Options and holders of Options will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Options without exercising the options. Holders of these Options will be afforded the period of at least 5 Business Days prior to and inclusive of the record date (to determine entitlements to the new issue) to exercise their Options.
Change in Exercise Price/number of underlying	If there is a bonus issue to shareholders, the number of ordinary shares over which an Option is exercisable may be

NOTICE OF ANNUAL GENERAL MEETING

ordinary shares	<p>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 Options may be reduced in accordance with ASX Listing Rule 6.22.2.</p>
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ANNEXURE 2: GLOSSARY

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

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited. **\$** means Australian Dollars.

Board means the board of directors of the Company.

Chairman means the Chairman of the Annual General Meeting.

Closely Related Party as defined in section 9 of the Corporations Act.

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.

Directors' Declaration as defined by section 295 of the Corporations Act.

Directors' Report as defined by section 298 of the Corporations Act.

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice.

Financial Report consisting of the Director's Report, Financial Statements and the Audit Report.

KMP means the key management personnel of the Company.

Listing Rule means a Listing Rule of ASX.

MM means Motif Micro Inc.

Notice means the Notice of Meeting accompanying this Explanatory Memorandum.

Option means an option to subscribe for a fully paid ordinary share in the capital of the Company.

Placement Capacity as defined in Chapter 7 of the ASX Listing Rules.

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

Remuneration Report as defined in section 9 of the Corporations Act.

Resolution means a resolution to be passed at the Annual General Meeting.

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

Securities means a Share or Option (as the context dictates).

Shareholder means the holder of a Share.

Spill Resolution has the meaning given at paragraph 2.1(b) of the Explanatory Memorandum.

VWAP means the volume weighted average share price of the Shares traded on ASX (excluding special crossings, crossing made prior to the commencement of normal trading, crossings made during the closing phase or the after hours adjust phase, overseas trades and overnight crossings or trades pursuant to the exercise of any options or other securities convertible into the Shares)



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 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 charges.

Please note, you cannot change ownership of your securities using this form.

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (Sydney Time) on Saturday, 15 June 2019.**

TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/ypbagm2019>

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:

- 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.
- 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 (Sydney Time) on Saturday, 15 June 2019.** 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** <https://www.votingonline.com.au/ypbagm2019>

 **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.

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 Annual General Meeting of the Company to be held at **Boardroom Pty Limited, Grosvenor Place, Level 12, 225 George Street, Sydney NSW 2000 on Monday, 15 June 2019 at 11:00am (Sydney Time)** 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.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1, 12, 13, 14, 15, 16, 17. I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1, 12, 13, 14, 15, 16, 17 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1, 12, 13, 14, 15, 16 and 17). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

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*			FOR	AGAINST	ABSTAIN*
Res 1	Adoption of Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 10	Re-election of Director (Mr George Su)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 2	Special Resolution Approval of Additional Capacity to Issue Shares under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 11	Election of Director (Mr Phillip Wade)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 3	Ratification of Prior Issue of Shares to Paul Bisso and Patrick Doyle (3,040,047)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 12	Approval to Issue Shares in Lieu of Director's Fees – George Su (4,000,000)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 4	Ratification of Prior Issue of Options to Bellaire Capital Pty Ltd (6,363,000)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 13	Approval to Issue Shares in Lieu of Director's Fees – Gerard Eakin (4,000,000)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 5	Ratification of Prior Issue of Shares to Various Sophisticated and Professional Investors (110,000,000)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 14	Approval to Issue Shares in Lieu of Director's Fees – Anoosh Manzoori (4,000,000)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 6	Approval of Issue of New Shares to S3 Consortium Pty Ltd for Services Rendered to the Company (3,800,000)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 15	Approval to Issue Shares in Lieu of Director's Fees – Phillip Wade (4,000,000)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 7	Approval of Issue of New shares to Everblu Capital Pty Ltd for Services Rendered to the Company (5,000,000)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 16	Grant of Options to Director Anoosh Manzoori	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 8	Approval of Issue of New Shares to Various Sophisticated and Professional Investors (15,000,000)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 17	Grant of Options to Phillip Wade	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 9	Approval of Issue of Options to Various Sophisticated and Professional Investors (125,000,000)	<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 / / 2019

