

NETLINKZ LIMITED

ACN 141 509 426

**NOTICE OF ANNUAL GENERAL MEETING
AND
EXPLANATORY STATEMENT**

**Annual General Meeting to be held at
AMP Building Level 31, 50 Bridge Street, Sydney NSW 2000
on Wednesday, 30 November 2016 commencing at 9.00am (AEDT).**

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety.
If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of NetLinkz Limited will be held at AMP Building Level 31, 50 Bridge Street, Sydney NSW 2000 on Wednesday, 30 November 2016 commencing at 9.00am (AEDT).

ORDINARY BUSINESS

1. Financial Statements and Reports

To receive and consider the annual financial reports, together with the Directors' and auditor's reports, for the financial year ending 30 June 2016.

2. Resolution 1 – Approval of Remuneration Report

To consider and, if thought fit, pass the following **advisory only resolution**:

“That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 30 June 2016 be adopted.”

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

Voting exclusion

The Company will disregard any votes cast on this Resolution:

- (a) by or on behalf of a member of Key Management Personnel as disclosed in the Remuneration Report;
 - (b) by or on behalf of a Closely Related Party of a member of Key Management Personnel; and
 - (c) as a proxy by a member of Key Management Personnel or a Closely Related Party,
- unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the Proxy Form or by the Chairman pursuant to an express authorisation to exercise the proxy.

3. Resolution 2 – Election of Mr James Tsiolis as a Director

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

“That, in accordance with the Constitution and for all other purposes, Mr James Tsiolis, who retires under clause 58.2 of the Constitution and, being eligible, offers himself for election, be elected as a Director”.

4. Resolution 3 – Election of Mr Robert Turner as a Director

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

“That, in accordance with the Constitution and for all other purposes, Mr Robert Turner, who retires under clause 58.2 of the Constitution and, being eligible, offers himself for election, be elected as a Director”.

5. Resolution 4 – Election of Mr Trevor Cain as a Director

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

“That, in accordance with the Constitution and for all other purposes, Mr Trevor Cain, who retires under clause 58.2 of the Constitution and, being eligible, offers himself for election, be elected as a Director”.

6. Resolution 5 – Election of Mr Suthan Naganayagam as a Director

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

"That, in accordance with the Constitution and for all other purposes, Mr Suthan Naganayagam, who retires under Clause 58.2 of the Constitution and, being eligible, offers himself for election, be elected as a Director".

7. Resolution 6 – Approval of 10% Placement Facility

To consider and, if thought fit, 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 issue of Equity Securities totalling up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement."

Voting exclusion

The Company will disregard any votes cast on this Resolution by a person (and any associates of such a person) who may participate in the 10% Placement Facility and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed.

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.

8. Resolution 7 – Issue of Shares and Options to AlphaFirst Pty Ltd and James Tsiolis

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes (including sections 200B and 200E of the Corporations Act 2001), approval be given for the issue to AlphaFirst Pty Ltd of 3,666,667 Shares and the issue to James Tsiolis of 30,000,000 Options on the terms described in the Explanatory Memorandum."

Voting exclusion

In accordance with ASX Listing Rules 10.13.6 and 14.11, the Company will disregard any votes cast on this Resolution by any person who participates in the issue the subject of this Resolution and any person associated with those persons, being AlphaFirst Pty Ltd and James Tsiolis.

However, the Company need not disregard any vote if:

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

9. Resolution 8 – Issue of Shares and Options to Talks One Pty Ltd and Timothy Gooch

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes (including sections 200B and 200E of the Corporations Act 2001), approval be given for the issue to Talks One Pty Ltd, of 1,443,404 Shares and the issue to Timothy Gooch of 10,000,000 Options on the terms described in the Explanatory Memorandum."

Voting exclusion

In accordance with ASX Listing Rules 10.13.6 and 14.11, the Company will disregard any votes cast on this Resolution by any person who participates in the issue the subject of this Resolution and any person associated with those persons, being Talks One Pty Ltd and Timothy Gooch.

However, the Company need not disregard any vote if:

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

10. Resolution 9 – Issue of Options to Robert Turner

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes (including sections 200B and 200E of the Corporations Act 2001), approval be given for the issue to Robert Turner of 7,500,000 Options on the terms described in the Explanatory Memorandum."

Voting exclusion

In accordance with ASX Listing Rules 10.13.6 and 14.11, the Company will disregard any votes cast on this Resolution by any person who participates in the issue the subject of this Resolution and any person associated with those persons, being Robert Turner.

However, the Company need not disregard any vote if:

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

11. Resolution 10 – Issue of Options to Trevor Cain

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes (including sections 200B and 200E of the Corporations Act 2001), approval be given for the issue to Trevor Cain of 7,500,000 Options on the terms described in the Explanatory Memorandum."

Voting exclusion

In accordance with ASX Listing Rules 10.13.6 and 14.11, the Company will disregard any votes cast on this Resolution by any person who participates in the issue the subject of this Resolution and any person associated with those persons, being Trevor Cain.

However, the Company need not disregard any vote if:

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

12. Resolution 11 – Issue of Options to Suthan Naganayagam

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes (including sections 200B and 200E of the Corporations Act 2001), approval be given for the issue to Suthan Naganayagam of 12,000,000 Options on the terms described in the Explanatory Memorandum."

Voting exclusion

In accordance with ASX Listing Rules 10.13.6 and 14.11, the Company will disregard any votes cast on this Resolution by any person who participates in the issue the subject of this Resolution and any person associated with those persons, being Suthan Naganayagam.

However, the Company need not disregard any vote if:

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

Explanatory Statement

The Explanatory Statement forms part of this Notice of Annual General Meeting and should be read in conjunction with it.

Shareholders are specifically referred to the Glossary in the Explanatory Statement which contains definitions of capitalised terms used in this Notice of Annual General Meeting and the Explanatory Statement.

Proxies

Please note that:

- (a) a Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company;
- (c) a Shareholder may appoint a body corporate or an individual as its proxy;
- (d) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- (e) Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative.

Voting Entitlements

In accordance with Regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 8.00pm (AEDT) on Monday, 28 November 2016. Accordingly, transactions registered after that time will be disregarded in determining Shareholder's entitlement to attend and vote at the Annual General Meeting.

Enquiries

Shareholders may contact the Company on 1800 493 242 if they have any queries in respect of the matters set out in these documents.

Proxy return (Please refer to the following proxy return instructions on the enclosed proxy form)

Online:

At www.investorvote.com.au

By Mobile:

Scan the QR Code on your Proxy form and follow the prompts

By Mail to:

Computershare Investor Services Pty Ltd
GPO Box 242
Melbourne Victoria 3001
Australia

By Facsimile Transmission to:

1800 783 447 (within Australia) or
+61 3 9473 2555 (outside Australia)

Custodian Voting

For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

By Order of the Board of Directors

Greg MacMillan
Company Secretary
Dated this 24 October 2016

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary.

Item 1 - Annual Financial Report

The 2016 Annual Report, Directors' reports and auditor' reports for the Company for the year ended 30 June 2016 will be laid before the Annual General Meeting.

There is no requirement for Shareholders to approve these reports. However, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments about these reports and the management of the Company. Shareholders will also be given an opportunity to ask the auditor questions about the:

- conduct of the audit;
- preparation and content of the auditor's report;
- accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about the content of the auditor's reports of the conduct of the audit may be submitted no later than 5 Business Days before the Annual General Meeting date to the Company Secretary at c/o Trident Capital Level 24, 44 St Georges Terrace Perth WA 6000, or by facsimile on +61 8 9218 8875.

Item 2 - Approval of Remuneration Report (Resolution 1)

Section 249L(2) of the Corporations Act requires a company to inform Shareholders that a resolution on the Remuneration Report will be put at the Annual General Meeting. Section 250R(2) of the Corporations Act requires a resolution that the Remuneration Report adopted be put to the vote. Resolution 1 seeks this approval.

In accordance with Section 250R(3) of the Corporations Act, Shareholders should note that Resolution 1 is an "advisory only" Resolution which does not bind the Directors or the Company.

Following consideration of the Remuneration Report, the Chairman, in accordance with Section 250SA of the Corporations Act, must give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

If at least 25% of the votes on Resolution 1 are voted against adoption of the Remuneration Reports at the Annual General Meeting, and then again at the Company's 2017 annual general meeting, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of the Directors (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the Company's 2017 annual general meeting. All of the Directors who are in office when the Company's 2017 Directors' Report is approved, other than the Managing Director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election is approved will be the directors of the Company.

Item 3 – Election of Mr James Tsiolis (Resolution 2)

Resolution 2 is an ordinary resolution.

Mr Tsiolis was appointed a Director by the Directors of the Company under clause 58.1 of the Constitution.

Clause 58.2 the Constitution requires that a Director appointed under clause 58.1 only holds office until the end of the next annual general meeting of the Company and may be elected then. Accordingly, Mr Tsiolis retires and, being eligible, offers himself for election.

Resolution 2 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote.

Mr Tsiolis has over 25 years of experience in funds management and capital markets. He is a founder and current chief executive officer of Strategic Capital Management Limited (**SCM**), an investment management and advisory firm. Mr Tsiolis was the investment adviser to several large superannuation funds, including Military Superannuation \$3.9 billion, as well as the funds manager of SCM's retail products (\$1 billion). Mr Tsiolis has been a member of several investment and corporate advisory committees including Macquarie Global Infrastructure Funds, Rosemont Partners, Direct Investment Fund, Deutsche Private Equity, Military Superannuation, Citic China Mezzanine Investment Fund and Energy Investors Group. Mr Tsiolis has overseen a number of investments from start up to IPO in the technology sector. Prior to SCM, Mr Tsiolis served as the Head of Research at ipac Securities. He was also a Senior Investment Analyst of ASSIRT Investment & Technology and a quantitative analyst of James Capel Australia Ltd. Mr Tsiolis is a Governor of the Archaeological Institute in Athens and former deputy chairman of North Asian Strategic Holdings Limited.

Mr Tsiolis is not a director of any other Australian public companies.

The Directors (other than Mr Tsiolis) recommend that Shareholders vote in favour of Resolution 2 to elect Mr Tsiolis as a Director.

Item 4 – Election of Mr Robert Turner (Resolution 3)

Resolution 3 is an ordinary resolution.

Mr Turner was appointed a Director by the Directors of the Company under clause 58.1 of the Constitution.

Clause 58.2 the Constitution requires that a Director appointed under clause 58.1 only holds office until the end of the next annual general meeting of the Company and may be elected then. Accordingly, Mr Turner retires and, being eligible, offers himself for election.

Resolution 3 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote.

Mr Turner has over 35 years of expertise analyzing leading edge technology companies as co-founder, chairman and chief investment officer of Turner Investments, a global investment manager focused on investing in growth equities. Turner Investment's ability to identify the best opportunities in growth stocks is demonstrated through the Concentrated Global Growth Equity portfolio that delivered a 13.75% return compared to the MSCI World Growth Index of 0.65% in 2015. Prior to founding the investment funds, Mr Turner held positions with Andersen Consulting and Meridian Investment Company. Mr Turner also serves as the Executive Chairman of private company Mozido, Inc., a company focused on the mobile payments sector. Mr Turner was the Chairman of the Board of Trustees of Bradley University and founded the Turner School of Entrepreneurship and Innovation. He holds a Chartered Financial Analyst designation, is a trustee of the Turner Funds, serves as a member of the board of the Notre Dame School of Architecture, is a board member for the Delaware Valley Friends School.

Mr Turner is not a director of any other Australian public companies.

The Directors (other than Mr Turner) recommend that Shareholders vote in favour of Resolution 3 to elect Mr Turner as a Director.

Item 5 – Election of Mr Trevor Cain (Resolution 4)

Resolution 4 is an ordinary resolution.

Mr Cain was appointed a Director by the Directors of the Company under clause 58.1 of the Constitution.

Clause 58.2 the Constitution requires that a Director appointed under clause 58.1 only holds office until the end of the next annual general meeting of the Company and may be elected then. Accordingly, Mr Cain retires and, being eligible, offers himself for election.

Resolution 4 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote.

Mr Cain has extensive and wide ranging experience across Australia's capital markets and financial services industry and in particular working with high growth companies to achieve their commercialisation goals. Through various roles throughout his 30 year career he has held the positions of managing director, chief financial officer, Head of Compliance & Risk and Head of Research. As a principal and director of Southern Cross Equities (which was sold to Bell Securities) Mr Cain assisted technology and related companies grow their businesses. Mr Cain was an officer at the Australian Securities and Investments Commission (**ASIC**) and assisted in ASIC's regulatory role in underwriting practices and property trusts.

The Directors (other than Mr Cain) recommend that Shareholders vote in favour of Resolution 4 to elect Mr Cain as a Director.

Item 6 – Election of Mr Suthan Naganayagam (Resolution 5)

Resolution 5 is an ordinary resolution.

Mr Naganayagam was appointed a Director by the Directors of the Company under clause 58.1 of the Constitution.

Clause 58.2 the Constitution requires that a Director appointed under clause 58.1 only holds office until the end of the next annual general meeting of the Company and may be elected then. Accordingly, Mr Naganayagam retires and, being eligible, offers himself for election.

Resolution 5 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote.

Mr Naganayagam has over 15 years' experience in the technology industry, most recently with software giant, SAP, where he led the launch and development of the SAP HANA Cloud Platform Ecosystem. Prior to that, Mr Naganayagam worked for IBM where he held a variety of roles from operations to sales management. Mr Naganayagam has the ability to secure multi-million dollar contracts across global markets and multi-faceted channels, particularly in the Asia Pacific (APAC) region. This has included signing new partners, and building a partner program which ensured that the Asia Pacific and Japan (APJ) region of SAP, a world leader in enterprise software and software-related services, was the first globally to generate revenue for a new partner program. Mr Naganayagam commitment to refine operational performance, develop innovative channel strategies and design programs focussed on increasing revenue is supported by his ability to manage and mentor teams to achieve service delivery excellence in line with stakeholder expectations and strategic corporate goal. Highly adept at considering geographical and cultural differences to ensure the successfully evolution and optimisation of various channels, particularly in competitive customer-facing environments. Mr Naganayagam BCs (Hons), and Business Information Systems & Diploma Business Information Technology.

Mr Naganayagam is a not a director of any other Australian public companies.

The Directors (other than Mr Naganayagam) recommend that Shareholders vote in favour of Resolution 5 to elect Mr Naganayagam as a Director.

Item 7 – Approval of 10% Placement Facility (Resolution 6)

1. General

Listing Rule 7.1A enables eligible entities to issue Equity Securities totalling up to 10% of its issued share capital through placements over a 12 month period after the entity's annual general meeting ("**10% Placement Facility**"). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

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

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 2(c) below).

The Board believes that Resolution 6 is in the best interests of the Company and unanimously recommends that Shareholders vote in favour of this Resolution.

2. Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities (in an existing quoted class) under the 10% Placement Facility is subject to shareholder approval by way of a **special resolution** at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

As at the date of this Notice of Annual General Meeting, the Equity Securities that the Company has on issue are 785,174,790 Shares and 23,907,857 Options.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

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

A is the number of shares on issue 12 months before the date of issue or agreement:

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

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

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(d) **Listing Rule 7.1 and Listing Rule 7.1A**

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

At the date of this notice of meeting, the Company has on issue 785,174,790 Shares and therefore has a capacity to issue:

(A) 117,776,218 Shares under Listing Rule 7.1; and

(B) subject to Shareholder approval being sought under this Resolution, 16,588,678 Shares under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 2(c) above).

(e) **Minimum Issue Price**

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed; or

(ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) **10% Placement Period**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

(i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; and

(ii) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX ("**10% Placement Period**").

The effect of Resolution 6 will be to allow the Directors to issue the Shares under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 6 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).

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A on issue of any Shares.

3. **Specific information required by Listing Rule 7.3A**

Under and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) the Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:
- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) if Resolution 6 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of Shares for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- (i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of Shares has on issue. The number of Shares on issue may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of Shares has decreased by 50% and increased by 50% as against the current market price as at the close of trading on 17 October 2016 (**Current Market Price**):

Variable A in Listing Rule 7.1A.2		Dilution		
		\$0.020 50% decrease in Market Price	\$0.039 Current Market Price	\$0.078 100% increase in Market Price
Current Variable A 785,174,790	10% Voting Dilution	78,518,479 Shares	78,517,479 Shares	78,517,479 Shares
	Funds raised	\$1,531,091	\$3,062,182	\$6,124,363
50% increase in current Variable A 1,177,762,185	10% Voting Dilution	117,776,218 Shares	117,776,218 Shares	117,776,218 Shares
	Funds raised	\$2,296,636	\$4,593,273	\$9,186,545
100% increase in current Variable A 1,570,349,580	10% Voting Dilution	157,034,958 Shares	157,034,958 Shares	157,034,958 Shares
	Funds raised	\$3,062,182	\$6,124,363	\$12,248,727

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The table has been prepared on the assumptions below.

1. The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
2. 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%.
3. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting.
4. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
5. The issue of Equity Securities under the 10% Placement Facility consists only of Shares.

- (c) The Company will only issue the Equity Securities during the 10% Placement Period. The approval under Resolution 6 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve 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)).
- (d) The Company may seek to issue the Equity Securities for the following purposes:
- (i) non-cash consideration for the acquisition of new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
 - (ii) cash consideration. In such circumstances, the Company may use the funds raised towards its existing projects (e.g. sales and marketing) and/or for the acquisition of new assets or investments (including expenses associated with such acquisitions) and general working capital.

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

- (e) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the persons to whom the Equity Securities will be issued will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
- (i) the purpose of the issue;
 - (ii) the methods of raising funds that are available to the Company including, but not limited to, rights issue or other issue in which existing security holders can participate;
 - (iii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iv) the financial situation and solvency of the Company;
 - (v) prevailing market conditions; and
 - (vi) advice from corporate, financial and broking advisers (if applicable).

The persons issued securities under the 10% Placement Facility have not been determined as at the date of this Notice of Annual General Meeting but are likely to be investors which are sophisticated and/or professional investors for the purposes of section 708 of the Corporations Act and could be existing substantial Shareholders. No Equity Securities will be issued under Listing Rule 7.1A to related parties of the Company.

If the Company is successful in acquiring new assets or investments, it is likely that the persons issued securities under the 10% Placement Facility will be the vendors of the new assets or investments.

- (f) The Company obtained Shareholder approval under Listing Rule 7.1A at its last annual general meeting held on 27 November 2015.
- (g) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder

or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

- (h) The Company has previously obtained approval under ASX Listing Rule 7.1A at its Annual General Meeting on 27 November 2015. The Company has issued 176,030,718 Shares and 23,907,857 Options in the 12 months preceding the date of this notice of meeting, representing 28.9% of the Shares on issue at the commencement of that 12 month period.

As required under ASX Listing Rule 7.3A.6(b), the details in respect of all issues of Shares by the Company during the previous 12 months are set out below:

Details	Number of equity securities issued	Class and summary of terms of equity securities	Parties issued equity securities	Price / discount of equity securities issued	Amount of cash consideration including what the funds have been spent on, what is remaining and what the proposed balance is to be used for
Repayment of amounts owing to Bricklane under the Bricklane Loan Note (details of which were disclosed in the Company's notice of meeting released to the market on 13 September 2016)	Tranche 1 - 8,210,720 Shares	Fully paid ordinary shares	Bricklane Asset Management Pty Ltd	\$0.032 (representing a discount of 8% to the closing price on the date of issue of the Shares, being 17 October 2016)	\$262,743 (representing repayment of amounts owing under the Loan Note)
	Tranche 2 - 13,137,152 Shares	Fully paid ordinary shares (escrowed for 12 months)		\$0.02 (representing a discount of 32.2% to the closing price on date of issue of the Shares, being 17 October 2016)	\$262,743 (representing repayment of amounts owing under the Loan Note)
Placement (details of which were announced to the market on 27 July 2016)	124,444,431 Shares	Fully paid ordinary shares	Institutional and sophisticated investors	\$0.045 (representing a discount of 10% to the closing price on date of issue of the Shares, being 2 August 2016)	\$5,600,000. Of these funds \$1,912,712 was used to extinguish 75% of the amounts owing by the Company to Lind Asset Management, LLC under the Lind Facility (details of which were disclosed to the market in the Company's cleansing prospectus)

NETLINKZ LIMITED
ACN 141 509 426

					dated 22 March 2016 and released to ASX on that same date) (Lind Facility) These balance of these funds are being used and will continue to be to continue the commercialisation of the Company's reseller agreements and for working capital
Lind Facility	3,232,106 Shares	Fully paid ordinary shares	Lind Asset Management LLC	\$0.052 (representing a discount of 13.3% to the closing price on date of issue of the Shares, being 10 June 2016)	\$169,069. These funds were used for working capital
	2,170,150 Shares	Fully paid ordinary shares	Lind Asset Management LLC	\$0.068 (representing a discount of 24.4% to the closing price on date of issue of the Shares, being 20 May 2016)	\$147,570. Funds used to partly repay amounts owing under the Lind Facility
	1,464,601 Shares	Fully paid ordinary shares	Lind Asset Management LLC	\$0.07 (representing a discount of 12.5% to the closing price on date of issue of the Shares, being 10 May 2016)	\$102,522. These funds were used for working capital
	1,602,737 shares	Fully paid ordinary shares	Lind Asset Management LLC	\$0.086 (representing a discount of 8.5% to the closing price on date of issue of the Shares, being 22 April 2016)	\$137,835. Funds used to partly repay amounts owing under the Lind Facility
	10,000,000 Shares	Fully paid ordinary shares	Lind Asset Management LLC	Issued as collateral under the Lind Facility (see disclosure in the Company's prospectus dated 22 March	N/A

NETLINKZ LIMITED
ACN 141 509 426

				2016 and released to ASX on that same date)	
	8,500,000 Options	Each Option is exercisable into one Share, has exercise price of \$0.147 and an expiry date of 14 March 2019 The black scholes valuation of these Options is \$535,500	Lind Asset Management LLC	Nil – No funds received on issue of the Options	N/A
	1,500,000 Options	Each Option is exercisable into one Share, has an exercise price of \$0.1412 and an expiry date of 8 March 2019 The black scholes valuation of these Options is \$96,000	Lind Asset Management LLC	Nil – No funds received on issue of the Options	N/A
Issue of Options pursuant to a loan provided by L1 Capital Global Opportunities Master Fund, Pinz Capital International LP and The Australian Special Opportunity Fund LP	2,139,036 Options	Each Option is exercisable into one Share, has an exercise price of \$0.187 and an expiry date of 4 November 2020 The black scholes valuation of these Options is \$286,631	L1 Capital Global Opportunities Master Fund, Pinz Capital International LP and The Australian Special Opportunity Fund LP	Nil – No funds received on issue of the Options	N/A
Placement (details of which were announced to the market on 16 October 2015)	10,592,350 Shares	Fully paid ordinary shares	Institutional and sophisticated investors	\$0.17 (representing a discount of 0% to the closing price on date of issue of the Shares, being 23 October 2015)	\$1,800,700. These funds were used for ongoing commercialisation and marketing and working capital
	10,592,350 Options	Each Option is exercisable into one Share, has an exercise price of \$0.25 and an expiry	Institutional and sophisticated investors	Nil – No funds received on issue of Options	N/A

		<p>date of 31 October 2017</p> <p>There is nil value attributable to these Options as they are part of the capital raising from the issue of Shares (ie the placement funds were from the issue of Shares and attaching Options. No black scholes valuation is required under the accounting standards</p>			
	1,176,471 Shares	Fully paid ordinary shares	Institutional and sophisticated investors	\$0.17 (representing a premium of 6.25% to the closing price on date of issue of the Shares, being 4 November 2015	\$200,000. These funds were used for working capital
	1,176,471 Options	<p>Each Option is exercisable into one Share, has an exercise price of \$0.25 and an expiry date of 31 October 2017</p> <p>There is nil value attributable to these Options as they are part of the capital raising from the issue of Shares (ie the placement funds were from the issue of Shares and attaching Options. No black scholes valuation is required under the accounting standards</p>	Institutional and sophisticated investors	Nil – No funds received on issue of Options	N/A

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Item 8 - Issue of Shares and Options to AlphaFirst Pty Ltd and James Tsiolis (Resolution 7)

Background

On 19 October 2016 the Board approved the issue of 3,666,667 Shares to AlphaFirst Pty Ltd at \$0.045 per Share in satisfaction of monies owed, subject to Shareholder approval. This company is a related party of Mr James Tsiolis, who is a Director.

On 19 October 2016, the Board, which undertakes the role of the Company's Remuneration and Nomination Committee (as the Company has not established a separate Remuneration and Nomination Committee) approved the issue to James Tsiolis (a Director) of 30,000,000 Options under an employment agreement with the Company and in respect of prior services provided by Mr Tsiolis to the Company, subject to Shareholder approval.

As with all other executives of the Company, the performance of Mr Tsiolis has been reviewed under the Company's performance review process. That review process has led to a recommendation to seek Shareholder approval to grant, to Mr Tsiolis, the Options the subject of this Resolution.

The other Directors have concluded that the remuneration package for Mr Tsiolis (including the proposed grant of Options to Mr Tsiolis) is reasonable and appropriate having regard to the circumstances of the Company and Mr Tsiolis's duties and responsibilities.

The number of Options to be issued to Mr Tsiolis has been determined by the Company having regard to the services provided to the Company by Mr Tsiolis since his appointment as Executive Chairman of the Company on 17 February 2016 and up to his employment as Chief Executive Officer which commenced 1 August 2016 and which ceased on 18 October 2016 and his experience and background.

The Company has determined that the aggregate value of the Options the subject of this Resolution 7, being \$692,500, based on the Black Scholes model, is a reasonable incentive in the circumstances.

Resolution 7 seeks Shareholder approval for the purposes of ASX Listing Rule 10.11 and for all other purposes for the issue of 3,666,667 Shares to AlphaFirst Pty Ltd and the issue of 30,000,000 Options to Mr Tsiolis as described below.

ASX Listing Rules

ASX Listing Rule 10.11 requires the approval of Shareholders to issue securities to a related party of the Company (e.g. a Director or Director controlled entity). Accordingly, Shareholder approval for the issue of the 3,666,667 Shares to AlphaFirst Pty Ltd and the issue of the 30,000,000 Options to Mr Tsiolis is required.

Approval of this Resolution will result in these Shares and Options falling within exception 14 in ASX Listing Rule 7.2. Therefore, the issue of Shares to AlphaFirst Pty Ltd and Options to Mr Tsiolis will not be included in the 15% calculation for the purposes of ASX Listing Rule 7.1.

The material terms of the Options are set out below and the general terms and conditions applying to the Options are set out in Annexure A.

Options				
Vesting	Value of Options to be granted \$A	Exercise price \$A	Expiry	No. of Options
Tranche 1 - vesting on the date of this AGM	520,000	0.045	1 August 2020	20,000,000
Tranche 2 - vesting on 1 August 2017	60,000	0.060	1 August 2020	2,500,000
Tranche 3 - vesting on 1 August 2018	47,500	0.120	1 August 2020	2,500,000
Tranche 4 - vesting on 1 August 2019	65,000	0.300	1 August 2020	5,000,000
Total				30,000,000

Should Mr Tsiolis's employment with the Company cease before the first anniversary of the date of grant of the Options, all Options will lapse unless otherwise agreed by the Board (the Board would consider exercising its discretion in favour of Mr Tsiolis in circumstances such as redundancy, ill-health, dismissal (other than for reasons of performance or cause) or resignation with the prior agreement of the Board). Should Mr Tsiolis's engagement with the Company cease (either as director or Chairman of the Company) after the first anniversary of, and prior to the third anniversary of, the date of grant of the Options, Mr Tsiolis will only be entitled to those Options which have vested as at the date of his cessation of engagement with the Company.

Technical information for the purposes of the ASX Listing Rules

In accordance with the requirements of ASX Listing Rule 10.13, the following information is provided with respect to Resolution 7:

- the 3,666,667 Shares are to be issued to AlphaFirst Pty Ltd (a related entity of Mr Tsiolis) and the 30,000,000 Options are to be issued to Mr Tsiolis, a Director;
- the maximum number of Shares to be issued to AlphaFirst Pty Ltd is 3,666,667 and maximum number of Options to be issued to Mr Tsiolis is 30,000,000;
- no funds will be received from the issue of the Shares but a debt owed by the Company will be repaid and the funds from the exercise of the Options will be used for general working capital purposes;
- the Options and Shares will be issued within a month of the Annual General Meeting; and
- a voting exclusion statement is set out under Resolution 7 in the Notice of Meeting.

Technical information for the purposes of section 200E of the Corporations Act 2001

If the Board exercises its discretion to prevent some or all of the Options from lapsing on the termination of Mr Tsiolis's employment, the maximum value of the benefit will be \$172,500 (assuming all the Options vest immediately on termination). The value could be lower if only some of the Options vest or they remain on foot subject to the usual vesting date(s).

Treatment of Options on a corporate control event

The Board has determined that, subject to all applicable laws, if a change in control of the Company occurs that involves, or has resulted in, a person acquiring voting power of more than 50% in the Company, the unvested Options issued to Mr Tsiolis will be taken to have become vested Options (and the outstanding vesting conditions will be waived) from the date on which the person's voting power in the Company increases from below to above 50% (as disclosed in the relevant substantial holding notice).

Under sections 200C of the Corporations Act, a company may only give a person a benefit in connection with the transfer of the whole or any part of the undertaking or property of the company if it is approved by shareholders in accordance with the requirements set out in the Corporations Act.

The term 'benefit' is open to a wide interpretation and may include the early vesting of Options in the event of a change in control of the Company which, or has resulted in, a person acquiring voting power of more than 50% in the Company. Early vesting may also occur in other circumstances as set out above.

Early vesting of the Options to be granted to Mr Tsiolis, should this Resolution 7 be approved by Shareholders in any of the above circumstances may amount to the giving of a termination benefit, requiring shareholder approval in accordance with the Corporations Act. Accordingly, Shareholder approval is also sought for any such benefit which Mr Tsiolis may receive.

The value of the Options that may be subject to early vesting in the event of a change in control of the Company cannot currently be ascertained. The circumstances that may affect the calculation of this value include:

- the market price of the Company's shares at the relevant time;

- the vesting conditions which have been satisfied at the relevant time;
- the part of the vesting period which has elapsed at the relevant time; and
- the number of Options that lapse at the relevant time.

Directors' Recommendation

The Board (apart from Mr Tsiolis who abstains from making a recommendation due to his personal interest in this Resolution) recommend that Shareholders vote in favour of this Resolution.

Item 9 – Issue of Shares and Options to Talks One Pty Ltd and Timothy Gooch (Resolution 8)

Background

On 19 October 2016 the Board approved the issue of 1,443,404 Shares to Talks One Pty Ltd at \$0.045 per Share in satisfaction of monies owed, subject to Shareholder approval. This company is a related party of Mr Timothy Gooch, who is a Director.

On 19 October 2016, the Board which undertakes the role of the Company's Remuneration and Nomination Committee (as the Company has not established a separate Remuneration and Nomination Committee) approved the grant to Timothy Gooch (a Director) of 10,000,000 Options under an employment agreement with the Company as part of his remuneration package, subject to Shareholder approval.

As with all other executives of the Company, the performance of Mr Gooch has been reviewed under the Company's performance review process. That review process has led to a recommendation to seek Shareholder approval to grant the Options the subject of this Resolution.

The other Directors have concluded that the remuneration package for Mr Gooch (including the proposed grant of Options to Mr Gooch) is reasonable and appropriate having regard to the circumstances of the Company and Mr Gooch's duties and responsibilities.

The number of Options to be issued to Mr Gooch has been determined by the Company having regard to the services provided to the Company by Mr Gooch and his experience and background.

The Company has determined that the value of the Options the subject of this Resolution 8, being \$172,500, based on Black Scholes model, is a reasonable incentive in the circumstances.

Resolution 8 seeks Shareholder approval for the purposes of ASX Listing Rule 10.11 and for all other purposes for the issue of 1,443,404 Shares to Talks One Pty Ltd and 10,000,000 Options to Mr Gooch as described below.

ASX Listing Rules

ASX Listing Rule 10.11 requires the approval of Shareholders to issue securities to a related party of the Company (e.g. a Director or Director controlled entity). Accordingly, Shareholder approval for the issue of the 1,443,404 Shares to Talks One Pty Ltd and the issue of the 10,000,000 Options to Mr Gooch is required. Approval of this Resolution will result in the issue of these Shares and Options falling within exception 14 in ASX Listing Rule 7.2. Therefore, the issue of Shares to Talks One Pty Ltd and Options to Mr Gooch will not be included in the 15% calculation for the purposes of ASX Listing Rule 7.1.

The material terms of the Options are set out below and the general terms and conditions applying to the Options are set out in Annexure A.

Options				
Vesting	Value of Options to be granted \$A	Exercise price \$A	Expiry	No. of Options
Tranche 1 - vesting on 1 August 2017	60,000	0.060	1 August 2020	2,500,000
Tranche 2 - vesting on 1 August 2018	47,500	0.120	1 August 2020	2,500,000
Tranche 3 - vesting on 1 August 2019	65,000	0.300	1 August 2020	5,000,000
Total				10,000,000

Should Mr Gooch's employment with the Company cease before the first anniversary of the date of grant of the Options, all Options will lapse unless otherwise agreed by the Board (the Board would consider exercising its discretion in favour of Mr Gooch in circumstances such as redundancy, ill-health, dismissal (other than for reasons of performance or cause) or resignation with the prior agreement of the Board). Should Mr Gooch's engagement as an executive director of the Company cease after the first anniversary of, and prior to the, third anniversary of, the date of grant of the Options, Mr Gooch will only be entitled to those Options which have vested as at the date of his cessation of engagement with the Company.

Technical information for the purposes of the ASX Listing Rules

In accordance with the requirements of ASX Listing Rule 10.13, the following information is provided with respect to Resolution 8:

- the 1,443,404 Shares are being issued to Talks One Pty Ltd (a related entity of Mr Gooch) and the 10,000,000 Options are being issued to Mr Gooch, a Director;
- the maximum number of Shares to be issued to Talks One Pty Ltd is 1,443,404 and the maximum number of Options to be issued to Mr Gooch is 10,000,000;
- no funds will be received from the issue of the Shares but a debt owed by the Company will be repaid and the funds from the exercise of the Options will be used for general working capital purposes;
- the Options and Shares will be issued within a month of the Annual General Meeting; and
- a voting exclusion statement is set out under Resolution 8 in the Notice of Meeting.

Technical information for the purposes of section 200E of the Corporations Act 2001

If the Board exercises its discretion to prevent some or all of the Options from lapsing on the termination of Mr Gooch's employment, the maximum value of the benefit will be \$172,500 (assuming all the Options vest immediately on termination). The value could be lower if only some of the Options vest or they remain on foot subject to the usual vesting date(s).

Treatment of Options on a corporate control event

The Board has determined that, subject to all applicable laws, if a change in control of the Company occurs that involves, or has resulted in, a person acquiring voting power of more than 50% in the Company, the unvested Options issued to Mr Gooch will be taken to have become vested Options (and the outstanding vesting conditions will be waived) from the date on which the person's voting power in the Company increases from below to above 50% (as disclosed in the relevant substantial holding notice).

Under sections 200C of the Corporations Act, a company may only give a person a benefit in connection with the transfer of the whole or any part of the undertaking or property of the company if it is approved by shareholders in accordance with the requirements set out in the Corporations Act.

The term 'benefit' is open to a wide interpretation and may include the early vesting of Options in the event of a change in control of the Company which, or has resulted in, a person acquiring

voting power of more than 50% in the Company. Early vesting may also occur in other circumstances as set out above.

Early vesting of the Options to be granted to Mr Gooch, should this Resolution 8 be approved by Shareholders in any of the above circumstances may amount to the giving of a termination benefit, requiring shareholder approval in accordance with the Corporations Act. Accordingly, Shareholder approval is also sought for any such benefit which Mr Gooch may receive.

The value of the Options that may be subject to early vesting in the event of a change in control of the Company cannot currently be ascertained. The circumstances that may affect the calculation of this value include:

- the market price of the Company's shares at the relevant time;
- the vesting conditions which have been satisfied at the relevant time;
- the part of the vesting period which has elapsed at the relevant time; and
- the number of Options that lapse at the relevant time.

Directors' Recommendation

The Board (apart from Mr Gooch who abstains from making a recommendation due to his personal interest in this Resolution) recommend that Shareholders vote in favour of this Resolution.

Item 10 – Issue of Options to Robert Turner (Resolution 9)

Background

On 19 October 2016, the Board which undertakes the role of the Company's Remuneration and Nomination Committee (as the Company has not established a separate Remuneration and Nomination Committee) approved the issue to Robert Turner (a Director) of 7,500,000 Options under an appointment agreement with the Company as part of his remuneration package, subject to Shareholder approval.

The other Directors have concluded that the remuneration package for Mr Turner (including the proposed issue of Options to Mr Turner) is reasonable and appropriate having regard to the circumstances of the Company and Mr Turner's duties and responsibilities.

The number of Options to be issued to Mr Turner has been determined by the Company having regard to his experience and background.

The Company has determined that the value of the Options the subject of this Resolution 9, being \$195,000, based on the Black Scholes model, is a reasonable incentive in the circumstances.

Resolution 9 seeks Shareholder approval for the purposes of ASX Listing Rule 10.11 and for all other purposes for the issue of Options to Mr Turner as described below.

ASX Listing Rules

ASX Listing Rule 10.11 requires the approval of Shareholders to issue securities to a related party of the Company (e.g. a Director). Accordingly, Shareholder approval for the issue of the 7,500,000 Options to Mr Turner is required. Approval of this Resolution will result in the issue of these Options falling within exception 14 in ASX Listing Rule 7.2. Therefore, the issue of the Options to Mr Turner will not be included in the 15% calculation for the purposes of ASX Listing Rule 7.1.

The material terms of the Options are set out below and the general terms and conditions applying to the Options are set out in Annexure A.

Options				
Vesting	Value of Options to be granted \$A	Exercise price \$A	Expiry	No. of Options
Tranche 1 - vesting on 1 August 2017	65,000	0.045	1 August 2020	2,500,000
Tranche 2 - vesting on 1 August 2018	65,000	0.045	1 August 2020	2,500,000

Tranche 3 - vesting on 1 August 2019	65,000	0.045	1 August 2020	2,500,000
Total				7,500,000

Should Mr Turner's engagement with the Company cease before the first anniversary of the date of grant of the Options, all Options will lapse unless otherwise agreed by the Board (the Board would consider exercising its discretion in favour of Mr Turner in circumstances such as redundancy, ill-health, dismissal (other than for reasons of performance or cause) or resignation with the prior agreement of the Board). Should Mr Turner's engagement with the Company cease in after the first anniversary of, and prior to the third anniversary of, the date of grant of the Options, Mr Turner will only be entitled to those Options which have vested as at the date of his cessation of engagement with the Company.

Technical information for the purposes of the ASX Listing Rules

In accordance with the requirements of ASX Listing Rule 10.13, the following information is provided with respect to Resolution 9:

- the 7,500,000 Options are to be issued to Robert Turner, a Director;
- the maximum number of Options to be issued to Mr Turner is 7,500,000;
- the funds from the exercise of the Options will be used for general working capital purposes;
- the Options will be issued within a month of the Annual General Meeting; and
- a voting exclusion statement is set out under Resolution 9 in the Notice of Meeting.

Technical information for the purposes of section 200E of the Corporations Act 2001

If the Board exercises its discretion to prevent some or all of the Options from lapsing on the termination of Mr Turner's engagement, the maximum value of the benefit will be \$195,000 (assuming all the Options vest immediately on termination). The value could be lower if only some of the Options vest or they remain on foot subject to the usual vesting date(s).

Treatment of Options on a corporate control event

The Board has determined that, subject to all applicable laws, if a change in control of the Company occurs that involves, or has resulted in, a person acquiring voting power of more than 50% in the Company, the unvested Options issued to Mr Turner will be taken to have become vested Options (and the outstanding vesting conditions will be waived) from the date on which the person's voting power in the Company increases from below to above 50% (as disclosed in the relevant substantial holding notice).

Under sections 200C of the Corporations Act, a company may only give a person a benefit in connection with the transfer of the whole or any part of the undertaking or property of the company if it is approved by shareholders in accordance with the requirements set out in the Corporations Act.

The term 'benefit' is open to a wide interpretation and may include the early vesting of Options in the event of a change in control of the Company which, or has resulted in, a person acquiring voting power of more than 50% in the Company. Early vesting may also occur in other circumstances as set out above.

Early vesting of the Options to be granted to Mr Turner, should this Resolution 9 be approved by Shareholders in any of the above circumstances may amount to the giving of a termination benefit, requiring shareholder approval in accordance with the Corporations Act. Accordingly, Shareholder approval is also sought for any such benefit which Mr Turner may receive.

The value of the Options that may be subject to early vesting in the event of a change in control of the Company cannot currently be ascertained. The circumstances that may affect the calculation of this value include:

- the market price of the Company's shares at the relevant time;

- the vesting conditions which have been satisfied at the relevant time;
- the part of the vesting period which has elapsed at the relevant time; and
- the number of Options that lapse at the relevant time.

Directors' Recommendation

The Board (apart from Mr Turner who abstains from making a recommendation due to his personal interest in this Resolution) recommend that Shareholders vote in favour of this Resolution.

Item 11 – Issue of Options to Trevor Cain (Resolution 10)

Background

On 19 October 2016, the Board which undertakes the role of the Company's Remuneration and Nomination Committee (as the Company has not established a separate Remuneration and Nomination Committee) approved the issue to Trevor Cain (a Director) of 7,500,000 Options under an appointment agreement with the Company as part of his remuneration package, subject to Shareholder approval.

The other Directors have concluded that the remuneration package for Mr Cain (including the proposed grant of Options to Mr Cain) is reasonable and appropriate having regard to the circumstances of the Company and Mr Cain's duties and responsibilities.

The number of Options to be issued to Mr Cain has been determined by the Company having regard to his experience and background.

The Company has determined that the value of the Options the subject of this Resolution 10, being \$195,000, based on the Black Scholes model, is a reasonable incentive in the circumstances.

Resolution 10 seeks Shareholder approval for the purposes of ASX Listing Rule 10.11 and for all other purposes for the grant of Options to Mr Cain as described below.

ASX Listing Rules

ASX Listing Rule 10.11 requires the approval of Shareholders to issue securities to a related party of the Company (e.g. a Director or Director controlled entity). Accordingly, Shareholder approval for the issue of the 7,500,000 Options to Mr Cain is required. Approval of this Resolution will result in the issue of these Options falling within exception 14 in ASX Listing Rule 7.2. Therefore, the issue of the Options to Mr Cain will not be included in the 15% calculation for the purposes of ASX Listing Rule 7.1.

The material terms of the Options are set out below and the general terms and conditions applying to the Options are set out in Annexure A.

Options				
Vesting	Value of Options to be granted \$A	Exercise price \$A	Expiry	No. of Options
Tranche 1 - vesting on 1 August 2017	65,000	0.045	1 August 2020	2,500,000
Tranche 2 - vesting on 1 August 2018	65,000	0.045	1 August 2020	2,500,000
Tranche 3 - vesting on 1 August 2019	65,000	0.045	1 August 2020	2,500,000
Total				7,500,000

Should Mr Cain's engagement with the Company cease before the first anniversary of the date of grant of the Options, all Options will lapse unless otherwise agreed by the Board (the Board would consider exercising its discretion in favour of Mr Cain in circumstances such as redundancy, ill-health, dismissal (other than for reasons of performance or cause) or resignation with the prior agreement of the Board). Should Mr Cain's engagement with the Company cease after the first anniversary of, and prior to the third anniversary of, the date of grant of the Options, Mr Cain will

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only be entitled to those Options which have vested as at the date of his cessation of engagement with the Company.

Technical information for the purposes of the ASX Listing Rules

In accordance with the requirements of ASX Listing Rule 10.13, the following information is provided with respect to Resolution 10:

- the 7,500,000 Options are to be issued to Trevor Cain, a Director;
- the maximum number of Options to be issued to Mr Cain is 7,500,000;
- the funds from the exercise of the Options will be used for general working capital purposes;
- the Options will be issued within a month of the Annual General Meeting; and
- a voting exclusion statement is set out under Resolution 10 in the Notice of Meeting.

Technical information for the purposes of section 200E of the Corporations Act 2001

If the Board exercises its discretion to prevent some or all of the Options from lapsing on the termination of Mr Cain's engagement, the maximum value of the benefit will be \$195,000 (assuming all the Options vest immediately on termination). The value could be lower if only some of the Options vest or they remain on foot subject to the usual vesting date(s).

Treatment of Options on a corporate control event

The Board has determined that, subject to all applicable laws, if a change in control of the Company occurs that involves, or has resulted in, a person acquiring voting power of more than 50% in the Company, the unvested Options issued to Mr Cain will be taken to have become vested Options (and the outstanding vesting conditions will be waived) from the date on which the person's voting power in the Company increases from below to above 50% (as disclosed in the relevant substantial holding notice).

Under sections 200C of the Corporations Act, a company may only give a person a benefit in connection with the transfer of the whole or any part of the undertaking or property of the company if it is approved by shareholders in accordance with the requirements set out in the Corporations Act.

The term 'benefit' is open to a wide interpretation and may include the early vesting of Options in the event of a change in control of the Company which, or has resulted in, a person acquiring voting power of more than 50% in the Company. Early vesting may also occur in other circumstances as set out above.

Early vesting of the Options to be granted to Mr Cain, should this Resolution 10 be approved by Shareholders in any of the above circumstances may amount to the giving of a termination benefit, requiring shareholder approval in accordance with the Corporations Act. Accordingly, Shareholder approval is also sought for any such benefit which Mr Cain may receive.

The value of the Options that may be subject to early vesting in the event of a change in control of the Company cannot currently be ascertained. The circumstances that may affect the calculation of this value include:

- the market price of the Company's shares at the relevant time;
- the vesting conditions which have been satisfied at the relevant time;
- the part of the vesting period which has elapsed at the relevant time; and
- the number of Options that lapse at the relevant time.

Directors' Recommendation

The Board (apart from Mr Cain who abstains from making a recommendation due to his personal interest in this Resolution) recommend that Shareholders vote in favour of this Resolution.

Item 12 – Issue of Options Suthan Naganayagam (Resolution 11)

Background

On 19 October 2016, the Board which undertakes the role of the Company's Remuneration and Nomination Committee (as the Company has not established a separate Remuneration and Nomination Committee) approved the grant to Suthan Naganayagam (a Director and the Company's Chief Executive Officer) of 12,000,000 Options under an employment agreement with the Company as part of his remuneration package, subject to Shareholder approval.

The other Directors have concluded that the remuneration package for Mr Naganayagam (including the proposed issue of Options to Mr Naganayagam) is reasonable and appropriate having regard to the circumstances of the Company and Mr Naganayagam's duties and responsibilities.

The number of Options to be issued to Mr Naganayagam has been determined by the Company having regard to his experience and background.

The Company has determined that the value of the Options the subject of this Resolution 11, being \$236,000, based on the Black Scholes model, is a reasonable incentive in the circumstances.

Resolution 11 seeks Shareholder approval for the purposes of ASX Listing Rule 10.11 and for all other purposes for the issue of Options to Mr Naganayagam as described below.

ASX Listing Rules

ASX Listing Rule 10.11 requires the approval of Shareholders to issue securities to a related party of the Company (e.g. a Director or Director controlled entity). Accordingly, Shareholder approval for the issue of the 12,000,000 Options to Mr Naganayagam is required. Approval of this Resolution will result in the issue of these Options falling within exception 14 in ASX Listing Rule 7.2. Therefore, the issue of the Options to Mr Naganayagam will not be included in the 15% calculation for the purposes of ASX Listing Rule 7.1.

The material terms of the Options are set out below and the general terms and conditions applying to the Options are set out in Annexure A.

Options				
Vesting	Value of Options to be granted \$A	Exercise price \$A	Expiry	No. of Options
Tranche 1 - vesting on 1 November 2017	100,000	0.060	1 November 2020	4,000,000
Tranche 2 - vesting on 1 November 2018	80,000	0.120	1 November 2020	4,000,000
Tranche 3 - vesting on 1 November 2019	56,000	0.300	1 November 2020	4,000,000
Total				12,000,000

Should Mr Naganayagam's employment with the Company cease before the first anniversary of the date of grant of the Options, all Options will lapse unless otherwise agreed by the Board (the Board would consider exercising its discretion in favour of Mr Naganayagam in circumstances such as redundancy, ill-health, dismissal (other than for reasons of performance or cause) or resignation with the prior agreement of the Board). Should Mr Naganayagam's engagement with the Company cease after the first anniversary of, and prior to the third anniversary of, the date of grant of the Options, Mr Naganayagam will only be entitled to those Options which have vested as at the date of his cessation of engagement with the Company.

Technical information for the purposes of the ASX Listing Rules

In accordance with the requirements of ASX Listing Rule 10.13, the following information is provided with respect to Resolution 11:

- the 12,000,000 Options are to be issued to Suthan Naganayagam, a Director;

- the maximum number of Options to be issued to Mr Naganayagam is 12,000,000;
- the funds from the exercise of the Options will be used for general working capital purposes;
- the Options will be issued within a month of the Annual General Meeting; and
- a voting exclusion statement is set out under Resolution 11 in the Notice of Meeting.

Technical information for the purposes of section 200E of the Corporations Act 2001

If the Board exercises its discretion to prevent some or all of the Options from lapsing on the termination of Mr Naganayagam's engagement, the maximum value of the benefit will be \$236,000 (assuming all the Options vest immediately on termination). The value could be lower if only some of the Options vest or they remain on foot subject to the usual vesting date(s).

Treatment of Options on a corporate control event

The Board has determined that, subject to all applicable laws, if a change in control of the Company occurs that involves, or has resulted in, a person acquiring voting power of more than 50% in the Company, the unvested Options issued to Mr Naganayagam will be taken to have become vested Options (and the outstanding vesting conditions will be waived) from the date on which the person's voting power in the Company increases from below to above 50% (as disclosed in the relevant substantial holding notice).

Under sections 200C of the Corporations Act, a company may only give a person a benefit in connection with the transfer of the whole or any part of the undertaking or property of the company if it is approved by shareholders in accordance with the requirements set out in the Corporations Act.

The term 'benefit' is open to a wide interpretation and may include the early vesting of Options in the event of a change in control of the Company which, or has resulted in, a person acquiring voting power of more than 50% in the Company. Early vesting may also occur in other circumstances as set out above.

Early vesting of the Options to be granted to Mr Naganayagam, should this Resolution 11 be approved by Shareholders in any of the above circumstances may amount to the giving of a termination benefit, requiring shareholder approval in accordance with the Corporations Act. Accordingly, Shareholder approval is also sought for any such benefit which Mr Naganayagam may receive.

The value of the Options that may be subject to early vesting in the event of a change in control of the Company cannot currently be ascertained. The circumstances that may affect the calculation of this value include:

- the market price of the Company's shares at the relevant time;
- the vesting conditions which have been satisfied at the relevant time;
- the part of the vesting period which has elapsed at the relevant time; and
- the number of Options that lapse at the relevant time.

Directors' Recommendation

The Board (apart from Mr Naganayagam who abstains from making a recommendation due to his personal interest in this Resolution) recommend that Shareholders vote in favour of this Resolution.

Glossary

In this Notice and Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

10% Placement Facility	has the meaning given in item 7 (Resolution 6) of this Explanatory Statement.
10% Placement Period	has the meaning given in item 7 (Resolution 6) of this Explanatory Statement.
Annual General Meeting	the annual general meeting convened by this Notice of Annual General Meeting.
Annual Report	the annual report of the Company for the financial year ended 30 June 2016.
Associate	a party so described by section 10 – 17 of the Corporations Act.
ASX	ASX Limited ACN 098 624 691 or the securities market operated by it, as the context requires.
Board	Board of Directors.
Chairman	Mr James Tsiolis.
Closely Related Party	a closely related party of a member of Key Management Personnel as defined in Section 9 of the Corporations Act, being: <ul style="list-style-type: none">(a) a spouse or child of the member;(b) a child of that member's spouse;(c) a dependant of that member or of that member's spouse;(d) anyone else who is one of that member's family and may be expected to influence that member, or be influenced by that member, in that member's dealings with the Company;(e) a company that is controlled by that member; or(f) any other person prescribed by the regulations.
Constitution	Constitution of the Company.
Company	NetLinkz Limited (ACN 141 509 426)
Corporations Act	Corporations Act 2001 (Cth).
Director	a director of the Company.
Equity Securities	has the meaning given in the Listing Rules.
Explanatory Statement	this explanatory statement forming part of the Notice of Annual General Meeting.
Exempt Investor	means an investor to whom securities may be offered without disclosure in accordance with section 708 of the Corporations Act (excluding section 708(1)).
Key Management Personnel	the key management personnel of the Company as defined in Section 9 of the Corporations Act and Australian Accounting Standards Board accounting standard 124, being those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
Listing Rules	the listing rules of ASX.
Meeting or Annual General Meeting Notice or Notice of	the annual general meeting convened by this Notice.

Annual General Meeting	the Notice of Annual General Meeting including this Explanatory Statement.
Option	the options to acquire a Share on the general terms and conditions set out in Annexure A.
Remuneration Report	the section of the Annual Report entitled "Remuneration Report".
Resolution	a resolution set out in this Notice.
Share	a fully paid ordinary share in the capital of the Company.
Shareholder	a registered holder of at least one Share.
Trading Day	as defined in the Listing Rules.
VWAP	volume weighted average market price as defined in the Listing Rules.
WST	Western Standard Time being the time in Perth, Western Australia.

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Annexure A – Terms of Options

The Options entitle the holder to subscribe for Shares on the terms and conditions set out below.

(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Expiry Date**

The Options issued to each of Mr James Tsiolis, Mr Robert Turner, Mr Timothy Gooch and Mr Trevor Cain will expire at 5.00pm (WST) on 1 August 2020. The Options issued to Mr Suthan Naganayagam will expire on 1 November 2020 (**Expiry Date**).

(c) **Exercise Price**

Each Option will have an exercise price as set out in the Explanatory Memorandum (**Exercise Price**).

(d) **Exercise period and lapsing**

Vested Options may be exercised at any time after satisfaction of the vesting conditions and prior to the Expiry Date. After this time, any unexercised Options will automatically lapse.

(e) **Exercise Notice and payment**

Options may be exercised by notice in writing to the Company (**Exercise Notice**) together with payment of the Exercise Price for each Option being exercised. Any Exercise Notice for an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt. Cheques paid in connection with the exercise of Options must be in Australian currency, made payable to the Company and crossed "Not Negotiable".

(f) **Shares issued on exercise**

Shares issued on exercise of Options will rank equally in all respects with then existing fully paid ordinary shares in the Company.

(g) **Quotation of Shares**

Provided that the Company is quoted on ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(h) **Timing of issue of Shares**

Subject to clause (i), within 10 business days after the later of the following:

- (i) receipt of an Exercise Notice given in accordance with these terms and conditions and payment of the Exercise Price for each Option being exercised by the Company if the Company is not in possession of excluded information (as defined in section 708A(7) of the Corporations Act); and
- (ii) the date the Company ceases to be in possession of excluded information with respect to the Company (if any) following the receipt of the Notice of Exercise and payment of the Exercise Price for each Option being exercised by the Company,

the Company will:

- (iii) allot and issue the Shares pursuant to the exercise of the Options;
- (iv) give ASX a notice that complies with section 708A(5)(e) of the Corporations Act (to the extent that it is legally able to do so); and
- (v) apply for official quotation on the ASX of the Shares issued pursuant to the exercise of the Options.

(i) **Shareholder and regulatory approvals**

Notwithstanding any other provision of these terms and conditions, exercise of Options and receipt of Shares will be subject to the Company obtaining all required (if any) Shareholder and regulatory approvals for the purpose of issuing the Shares to the holder. If exercise of the Options would result in any person being in contravention of section 606(1) of the Corporations Act then the exercise of each Option that would cause the contravention will be deferred until such time or times that the exercise would not result in a contravention of section 606(1) of the Corporations Act. Holders must give notification to the Company in writing if they consider that the exercise of the Options may result in the contravention of section 606(1) of the Corporations Act, failing which the Company will be

entitled to assume that the exercise of the Options will not result in any person being in contravention of section 606(1) of the Corporations Act.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least four business days after the issue is announced. This is intended to give the holders of Options the opportunity to exercise their Options prior to the announced record date for determining entitlements to participate in any such issue.

(k) **Adjustment for bonus issues of Shares**

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

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

(l) **Adjustment for rights issue**

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

(m) **Adjustments for reorganisation**

If there is any reconstruction of the issued share capital of the Company, the rights of the holders may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

(n) **Quotation**

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

(o) **Transferability**

The Options are non-transferable.

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