NETLINKZ LIMITED

ACN 141 509 426

NOTICE OF GENERAL MEETING
AND
EXPLANATORY STATEMENT

General Meeting to be held by Virtual Meeting facility
on 17 September 2020 at 12 noon (AEST).

This Notice of 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 GENERAL MEETING

Notice is given that a General Meeting of Shareholders of NetLinkz Limited will be held by Virtual Meeting facility on 17 September 2020 at 12 noon (Australian Eastern Standard Time).

The Explanatory Memorandum to this Notice of General Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Memorandum and the Proxy Form forms part of this Notice of General Meeting.

Terms and abbreviations used in this Notice of Meeting and Explanatory Memorandum are defined in the Glossary.

BUSINESS OF THE MEETING

AGENDA

1. Resolution 1 – Ratification of prior issue of options to Lind Global Macro Fund, LP

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

"*That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the previous issue by the Company of 5,000,000 unlisted Options to Lind Global Macro Fund, LP on the terms described in the Explanatory Memorandum be ratified*."

2. Resolution 2 – Ratification of prior issue of collateral shares to Lind Global Macro Fund, LP

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

"*That for the purpose of ASX Listing Rule 7.4 and for all other purposes, the previous issue by the Company of the 9,650,000 fully paid ordinary shares to Lind Global Macro Fund, LP on the terms described in the Explanatory Memorandum be ratified*."

3. Resolution 3 – Ratification of prior issue of tranche shares to Lind Global Macro Fund, LP

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

"*That for the purpose of ASX Listing Rule 7.4 and for all other purposes, the previous issue by the Company of 6,944,445 fully paid ordinary shares to Lind Global Macro Fund, LP on the terms described in the Explanatory Memorandum be ratified*."

4. Resolution 4 – Ratification of prior issue of convertible note to Lind Global Macro Fund, LP

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

"*That for the purpose of ASX Listing Rule 7.4 and for all other purposes, the previous issue by the Company of a convertible note to Lind Global Macro Fund, LP on the terms described in the Explanatory Memorandum be ratified*."

5. Resolution 5 – Ratification of prior issue of shares to Lind Global Macro Fund, LP

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

"*That for the purpose of ASX Listing Rule 7.4 and for all other purposes, the previous issue by the Company of 12,812,500 fully paid ordinary shares to Lind Global Macro Fund, LP on the terms described in the Explanatory Memorandum be ratified*."

VOTING EXCLUSION STATEMENTS FOR RESOLUTIONS 1 – 5 (INCLUSIVE)

Voting exclusion statement

The Company will disregard any votes cast in favour Resolutions 1 – 5 (inclusive) by or on behalf of:

(a) Lind Global Macro Fund, LP; or

(b) an associate of Lind Global Macro Fund, LP.

However, this does not apply to a vote cast in favour of a Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the relevant Resolution, in accordance with the directions given to the proxy or attorney to vote on that Resolution in that way; or

(b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the relevant Resolution, in accordance with a direction given to the chair on the Proxy Form to vote as the proxy decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the relevant Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6. Resolution 6 – Approval of the issue of shares to Lind Global Macro Fund, LP

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue of 10,000,000 Shares to Lind Global Macro Fund, LP on the terms and conditions described in the Explanatory Memorandum."

VOTING EXCLUSION STATEMENT

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

(a) Lind Global Macro Fund, LP and any other person who will obtain a material benefit as a result of the relevant issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or

(b) an associate of Lind Global Macro Fund, LP or of any of the other persons in (a) above.

However, this does not apply to a vote cast in favour of this Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair on the Proxy Form to vote as the proxy decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7. Resolution 7 – Ratification of prior issue of options to CST Capital Pty Ltd ACN 628 583 700 as trustee for the CST Investments Fund

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

"*That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the previous issue by the Company of 5,000,000 unlisted Options to CST Capital Pty Ltd as trustee for the CST Investments Fund on the terms described in the Explanatory Memorandum be ratified*."

8. Resolution 8 – Ratification of prior issue of collateral shares to CST Capital Pty Ltd ACN 628 583 700 as trustee for the CST Investments Fund

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

"*That for the purpose of ASX Listing Rule 7.4 and for all other purposes, the previous issue by the Company of the 9,650,000 fully paid ordinary shares to CST Capital Pty Ltd as trustee for the CST Investments Fund on the terms described in the Explanatory Memorandum be ratified*."

9. Resolution 9 – Ratification of prior issue of tranche shares to CST Capital Pty Ltd ACN 628 583 700 as trustee for the CST Investments Fund

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

"*That for the purpose of ASX Listing Rule 7.4 and for all other purposes, the previous issue by the Company of the 6,944,445 fully paid ordinary shares to CST Capital Pty Ltd as trustee for the CST Investments Fund on the terms described in the Explanatory Memorandum be ratified*."

10. Resolution 10 – Ratification of prior issue of shares to CST Capital Pty Ltd ACN 628 583 700 as trustee for the CST Investments Fund

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

"*That for the purpose of ASX Listing Rule 7.4 and for all other purposes, the previous issue by the Company of 12,812,500 fully paid ordinary shares to CST Capital Pty Ltd as trustee for the CST Investments Fund on the terms described in the Explanatory Memorandum be ratified*."

11. Resolution 11 – Ratification of prior issue of convertible note to CST Capital Pty Ltd ACN 628 583 700 as trustee for the CST Investments Fund

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

"*That for the purpose of ASX Listing Rule 7.4 and for all other purposes, the previous issue by the Company of a convertible note to CST Capital Pty Ltd as trustee for the CST Investments Fund on the terms described in the Explanatory Memorandum be ratified*."

VOTING EXCLUSION STATEMENTS FOR RESOLUTIONS 7 – 11 (INCLUSIVE)

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolutions 7 – 11 (inclusive) by or on behalf of:

(a) CST Capital Pty Ltd as trustee for the CST Investments Fund; or

(b) an associate of CST Capital Pty Ltd as trustee for the CST Investments Fund.

However, this does not apply to a vote cast in favour of a Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the relevant Resolution, in accordance with the directions given to the proxy or attorney to vote on that Resolution in that way; or

(b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the relevant Resolution, in accordance with a direction given to the chair on the Proxy Form to vote as the proxy decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the relevant Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

12. Resolution 12 – Approval of the issue of shares to CST Capital Pty Ltd ACN 628 583 700 as trustee for the CST Investments Fund

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue of 10,000,000 Shares to CST Capital Pty Ltd ACN 628 583 700 as trustee for the CST Investments Fund on the terms and conditions described in the Explanatory Memorandum."

VOTING EXCLUSION STATEMENT

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 12 by or on behalf of:

(a) CST Capital Pty Ltd ACN 628 583 700 as trustee for the CST Investments Fund and any other person who will obtain a material benefit as a result of the relevant issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or

(b) an associate of CST Capital Pty Ltd ACN 628 583 700 as trustee for the CST Investments Fund or of any of the other persons in (a) above.

However, this does not apply to a vote cast in favour of this Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair on the Proxy Form to vote as the proxy decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in

13. Resolution 13 – Ratification of prior issue of shares to Australasian Share Nominees Pty Ltd

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

"*That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the previous issue by the Company of 12,015,625 fully paid ordinary shares to Australasian Share Nominees Pty Ltd on the terms described in the Explanatory Memorandum be ratified.*"

VOTING EXCLUSION STATEMENT

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 13 by or on behalf of:

(a) Australasian Share Nominees Pty Ltd; or

(b) an associate of Australasian Share Nominees Pty Ltd.

However, this does not apply to a vote cast in favour of this Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on this Resolution in that way; or

(b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair on the Proxy Form to vote as the proxy decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

14. Resolution 14 – Ratification of prior issue of shares to EverBlu Capital Pty Ltd

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

"*That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the previous issue by the Company of 115,385 fully paid ordinary shares to EverBlu Capital Pty Ltd on the terms described in the Explanatory Memorandum be ratified.*"

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 14 by or on behalf of:

(a) EverBlu Capital Pty Ltd; or

(b) an associate of EverBlu Capital Pty Ltd.

However, this does not apply to a vote cast in favour of this Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair on the Proxy Form to vote as the proxy decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

15. Resolution 15 – Ratification of prior issue of shares to Australasian Share Nominees Pty Ltd

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

"*That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the previous issue by the Company of 3,000,000 fully paid ordinary shares to Australasian Share Nominees Pty Ltd on the terms described in the Explanatory Memorandum be ratified.*"

VOTING EXCLUSION STATEMENT

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 15 (inclusive) by or on behalf of:

(a) Australasian Share Nominees Pty Ltd; or

(b) an associate of Australasian Share Nominees Pty Ltd.

However, this does not apply to a vote cast in favour of this Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair on the Proxy Form to vote as the proxy decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

16. Resolution 16 – Ratification of prior issue of shares under a placement to professional and sophisticated investors

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

"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the previous issue by the Company of 30,769,231 fully paid ordinary shares to professional and sophisticated investors on the terms described in the Explanatory Memorandum be ratified."

VOTING EXCLUSION STATEMENT

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 16 by or on behalf of:

(a) a person who participated in the issue of securities the subject of this Resolution; or

(b) an associate of such person.

However, this does not apply to a vote cast in favour of this Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on that Resolution in that way; or

(b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair on the Proxy Form to vote as the proxy decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

17. Resolution 17 – Ratification of prior issue of shares to S3 Consortium Pty Ltd

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

"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the issue by the Company of 275,000 fully paid ordinary shares to S3 Consortium Pty Ltd on the terms described in the Explanatory Memorandum be ratified."

VOTING EXCLUSION STATEMENT

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 17 by or on behalf of:

(a) S3 Consortium Pty Ltd; or

(b) an associate of S3 Consortium Pty Ltd.

However, this does not apply to a vote cast in favour of this Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on that Resolution in that way; or

(b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair on the Proxy Form to vote as the proxy decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

18. Resolution 18 – Approval for the issue of shares to Systemic Pty Ltd

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

"*That for the purposes of ASX Listing Rule 7.1 and for all other purposes approval is given for the Company to issue to Systemic Pty Ltd 15,000,000 fully paid ordinary shares on the terms described in the Explanatory Memorandum."*

VOTING EXCLUSION STATEMENT

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 18 by or on behalf of:

(a) Systemic Pty Ltd and any other person who will obtain a material benefit as a result of the relevant issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or

(b) an associate of Systemic Pty Ltd or of any of the other persons in (a) above.

However, this does not apply to a vote cast in favour of this Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair on the Proxy Form to vote as the proxy decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

19. Resolution 19 – Approval for the issue of options to BJS Robb Pty Ltd (or its nominee)

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

"*That for the purposes of ASX Listing Rule 7.1 and for all other purposes approval is given for the Company to issue to BJS Robb Pty Ltd (or its nominee) 5,000,000 unlisted options over fully paid ordinary shares on the terms described in the Explanatory Memorandum."*

VOTING EXCLUSION STATEMENT

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 19 by or on behalf of:

(a) BJS Robb Pty Ltd (or its nominee) or any other person who will obtain a material benefit as a result of the relevant issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or

(b) an associate of BJS Robb Pty Ltd (or its nominee) or of any of the other persons in (a) above.

However, this does not apply to a vote cast in favour of this Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair on the Proxy Form to vote as the proxy decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

20. Resolution 20 – Approval for the issue of options to Masamichi Tanaka

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

"*That for the purposes of ASX Listing Rule 7.1 and for all other purposes approval is given for the Company to issue to Masamichi Tanaka 2,500,000 unlisted options over fully paid ordinary shares on the terms described in the Explanatory Memorandum.*"

VOTING EXCLUSION STATEMENT

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 20 by or on behalf of:

(a) Masamichi Tanaka or a person who will obtain a material benefit as a result of the relevant issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or

(b) an associate of Masamichi Tanaka or of any of the other persons in (a) above.

However, this does not apply to a vote cast in favour of this Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair on the Proxy Form to vote as the proxy decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

21. Resolution 21 – Approval for the issue of shares to Helicopter Creative Pty Ltd

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

"*That for the purposes of ASX Listing Rule 7.1 and for all other purposes approval is given for the Company to issue to Helicopter Creative Pty Ltd 868,659 fully paid ordinary shares on the terms described in the Explanatory Memorandum.*"

VOTING EXCLUSION STATEMENT

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 21 by or on behalf of:

(a) Helicopter Creative Pty Ltd and any other person who will obtain a material benefit as a result of, the relevant issue (except a benefit solely by reason of being a holder of ordinary securities in the entity); or

(b) an associate Helicopter Creative Pty Ltd or of any of the other persons in (a) above.

However, this does not apply to a vote cast in favour of this Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair on the Proxy Form to vote as the proxy decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

22. Resolution 22 – Ratification of prior issue of shares to Akuna Finance Pty Limited

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

"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the issue by the Company of 8,546,664 fully paid ordinary shares to Akuna Finance Pty Limited on the terms described in the Explanatory Memorandum be ratified."

VOTING EXCLUSION STATEMENT

Voting exclusion statement

The Company will disregard any votes cast in favour Resolution 22 by or on behalf of:

(a) Akuna Finance Pty Limited; or

(b) an associate of Akuna Finance Pty Limited.

However, this does not apply to a vote cast in favour of this Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on that Resolution in that way; or

(b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair on the Proxy Form to vote as the proxy decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

23. Resolution 23 – Approval of the issue of convertible notes and unlisted options to professional and, or alternatively, sophisticated investors (including EverBlu Capital Pty Ltd)

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue by the Company of up to 20,000,000 convertible notes and up to 150,000,000 options to professional and, or alternatively, sophisticated investors (including EverBlu Capital Pty Ltd) on the terms and conditions described in the Explanatory Memorandum."

VOTING EXCLUSION STATEMENT

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 23 by or on behalf of:

(a) 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 entity); or

(b) an associate of a person who is expected to participate in the relevant issue under this Resolution.

However, this does not apply to a vote cast in favour of this Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair on the Proxy Form to vote as the proxy decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

24. Resolution 24 – Approval of the issue of Shares to EverBlu Capital Pty Ltd (or its nominees) in consideration for services

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue by the Company of up to 18,620,690 Shares to EverBlu Capital Pty Ltd (or its nominees) on the terms described in the Explanatory Memorandum."

VOTING EXCLUSION STATEMENT

Voting exclusion statement

The Company will disregard any votes cast in favour of Resolution 24 by or on behalf of:

(a) EverBlu Capital Pty Ltd (or its nominees) and any other person 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 entity); or

(b) an associate of EverBlu Capital Pty Ltd (or its nominees) or of any of the other persons in (a) above.

However, this does not apply to a vote cast in favour of this Resolution by:

(a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or

(b) the chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the chair on the Proxy Form to vote as the proxy decides; or

(c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:

(i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and

(ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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

Proxies

Please note that:

(a) a Shareholder entitled to attend and vote at the 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 General Meeting.

Voting in Person

In light of the status of the evolving COVID-19 situation and Government restrictions on public gatherings in place at the date of this Notice of Meeting, the Directors have made a decision that Shareholders will not be able to physically attend the Meeting in person.

Accordingly, the Directors strongly encourage all Shareholders to either lodge a directed proxy form prior to the Meeting or attend and vote online at the Virtual Meeting.

Voting online via Virtual Meeting

In light of the evolving COVID-19 situation and Government restrictions on public gatherings in place at the time of this Notice of Meeting, the Company invites Shareholders to attend and participate in a virtual Meeting through an online meeting platform powered by 'Lumi' (**Virtual Meeting**).

Shareholders who attend the Virtual Meeting will be able to watch, listen, submit written questions and participate in all poll votes put to the Meeting.

To vote online at the Virtual Meeting, attend the Virtual Meeting at the date and time set out in this Notice, being 12 noon AEST on 17 September 2020, and follow the instructions below:

1. Open your internet browser and go to https://web.lumiagm.com/. Alternatively, the Lumi AGM app can be downloaded for free from Apple or Google Play stores.

2. Enter the Meeting ID: 395-806-630

3. Enter your SRN or HIN, and your registered postcode when prompted.

Further information and support on how to use the Virtual Meeting platform is available on the Company's website.

You may still attend the meeting and vote at the Virtual Meeting even if you have appointed a proxy. If you have previously submitted a Proxy Form, your attendance at the Virtual Meeting will not revoke your proxy appointment unless you actually vote at the meeting for which the proxy is proposed to be used, in which case, the proxy's appointment will be deemed to be revoked with respect to voting on that resolution.

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 General Meeting will be the entitlement of that person set out in the register of Shareholders as at 15 September 2020 at 7:00pm (Australian Eastern Standard Time).

Accordingly, transactions registered after that time will be disregarded in determining Shareholder's entitlement to attend and vote at the General Meeting.

Enquiries

Shareholders may contact the Joint Company Secretaries, Erlyn Dale and Winton Willesee, on +61 8 9389 3190 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:	**By Mobile:**	**By Mail to:**
At www.investorvote.com.au	Scan the QR Code on your Proxy form and follow the prompts	Computershare Investor Services Pty Ltd GPO Box 242 Melbourne Victoria 3001 Australia
By Facsimile Transmission to:	**Custodian Voting**	
1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia)	For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.	

By Order of the Board of Directors

Erlyn Dale
Joint Company Secretary

Dated 17 August 2020

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 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 General Meeting.

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

In accordance with the Company's ASX announcement on 1 July 2020, ASX has determined that the Company is unable to seek Shareholder ratification of 80,098,389 of the securities which the Company issued on 20 February 2020. Consequently, the Company is not seeking to ratify those issues at the Company's General Meeting and those securities will continue to reduce the Company's placement capacity for the twelve month period after their issue.

PART 1: Background to Resolutions 1 – 12 (inclusive) – Key terms of the share purchase and convertible security agreements

As announced by the Company on 24 December 2019, the Company entered into a share purchase and convertible security agreement (**SPCSA**) with each of Lind Global Macro Fund, LP (**Lind**) and CST Capital Pty Ltd ACN 628 583 700 as trustee for the CST Investments Fund (**CST** and, together with Lind, the **Investors**) pursuant to which the Company secured an aggregate of A$8 million in funding from the Investors through the issue of secured convertible notes and shares, of which $5.4 million would be allocated towards the settlement of the acquisition of Security Software International (SSI) Pacific Pty Ltd (details of which were previously announced to the market on 23 October 2019), with the remainder being allocated to working capital and funding the Company's Chinese commercialisation strategy. In addition, pursuant to the terms of each SPCSA, the Company had the option to raise a further aggregate A$22.75 million over the 24 month period from the date of entry into the SPCSA in monthly tranches pursuant to the terms of the SPCSAs.

Prior to entering into each of the SPCSAs, the Company considered other funding alternatives including seeking debt funding and raising equity by way of institutional placement and/or entitlement offer. The Company engaged with a number of corporate advisers in order to seek to identify the most appropriate financing options for the Company, however the interest in securing third party financing was limited and, where alternative financing proposals were available, the Company considered that the terms of the alternative financing were not commercially favourable to the Company and/or may involve substantial dilution to Shareholders. Accordingly, the Company determined that entry into the SPCSAs was the most effective and expedient method for raising funds to meet operational requirements.

Pursuant to the terms of each SPCSA, each of Lind and CST agreed to provide funding to the Company by way of two separate funding streams, namely subscriptions for Shares in the Company and the advancement of Convertible Notes. Each SPCSA also provides for the issue of unlisted Options to each of Lind and CST.

A summary of the securities which have been issued (and for which the Company is seeking ratification from its Shareholders at this General Meeting) pursuant to each SPCSA is set out below.

However, as described in the Company's ASX announcement of 31 July 2020, the Company has now agreed to terminate the SPCSA between the Company and each of Lind and CST, subject to satisfaction of the Company's obligations under the Lind Deed and CST Deed, respectively which are summarised in Part 2 below in the sections relating to Resolutions 6 and 12.

(a) Each SPCSA limits the maximum number of securities that may be issued under it (other than the Options the subject of resolutions 1 and 7) to 100,000,000 Shares (**Maximum Share Number**) (beyond which any issue may only be made with the prior approval of Shareholders).

(b) The Company issued a secured convertible note to each of Lind and CST (each a **First Convertible Note**) (which can only be converted or redeemed subject to the Maximum Share Number) on 24

December 2019, which were issued within the Company's available placement capacity under ASX Listing Rule 7.1. Ratification of the issue of the First Convertible Note to each of Lind and CST is being sought under Resolutions 4 and 11 of this Notice, respectively.

The First Convertible Notes have the following key terms and conditions (although both the Lind First Convertible Note and CST First Convertible Note are anticipated to be cancelled as described in Part 2 below in the sections relating to Resolutions 6 and 12):

(i) (**Face value**): Each First Convertible Note will have an aggregate face value of A$3,750,000.

(ii) (**Amount payable for each First Convertible Note**): Each of Lind and CST paid an amount of $3,375,000 to the Company to acquire their First Convertible Note (**Funded Amount**).

(iii) (**Commitment fee**): The Company paid an aggregate commitment fee to Lind and CST of A$225,000.

(iv) (**Maturity date**): 16 months from date of issue of the First Convertible Note.

(v) (**Security**): Each First Convertible Note is secured against the assets of the Company.

(vi) (**Conversion**): Each SPCSA provides that a First Convertible Note is convertible by dividing the Face Value outstanding on the First Convertible Note on the date of conversion by the conversion price for such First Convertible Note (being A$0.30 (subject to a different conversion price being potentially applicable in the event that a Conversion occurs pursuant to the “Company repayment rights” section in Annexure A)).

(vii) (**Cash substitution**): If an issue of Shares to Lind or CST in accordance with the terms of an SPCSA would result in Lind or CST (as applicable) acquiring a relevant interest in the Shares which would cause them (and their associates’) voting power in the Company (and its associates) to exceed 19.99%, then without limiting any of Lind or CST's (as the case may be) other rights under an SPCSA, Lind or CST (as the case may be) or the Company may by written notice to the other party require the Company to pay a cash amount to Lind or CST (as applicable), within 5 business days, equal to Z multiplied by $C in lieu of the issue of Shares, where:

Z = the number of new Shares which, if issued to Lind or CST (as applicable), would cause the Lind or CST’s (as the case may be) relevant interest in the Company to exceed 19.99%; and

$C = the VWAP per Share on the date the Shares were to be issued.

(viii) (**Redemption**): Subject to certain redemption restrictions set out in the SPCSA, Lind or CST (as the case may be) may, at any time to the extent that there is an amount outstanding in respect of a First Convertible Note, require the Company by notice (Redemption Notice) to redeem some of the Face Value (**Redemption Face Value Amount**) at a redemption rate of 102.5% of the Redemption Face Value (**Redemption Amount**). The Company must pay the Redemption Amount on or before 2 business days after receiving the Redemption Notice by either paying the Redemption Amount in immediately available funds or issuing Shares to Lind or CST (as the case may be) with the number of Shares to be issued being the Redemption Amount divided by the Equity Redemption Price (defined below).

(ix) (**Equity Redemption Price**): The price per Share equal to 92% of the lowest daily VWAP during the 10 trading days immediately prior to the date of the Redemption Notice.

(x) (**Repayment on maturity**): The amount outstanding in cash (being the face value less the amount of Shares issued on conversion).

(xi) (**Company repayment right**): The SPCSA also provides the Company with the ability to repay the First Convertible Notes in cash in certain circumstances.

(xii) (**Events of default**): The SPCSA includes 'events of default' which are typical for agreements of this nature

The maximum number of Shares which may be issued on conversion of all of the First Convertible Notes issued pursuant to the SPCSAs was 25,000,000 Shares (or potentially greater numbers in the

event of redemption for equity as outlined above), subject to any adjustment under the SPCSAs. Further details of the material terms of the First Convertible Notes are set out at Annexure A of this Notice and in the cleansing notice released by the Company to ASX on 24 December 2019.

(c) Each of Lind and CST were issued 5,000,000 unlisted Options on 24 December 2019 which were issued within the Company's available placement capacity under ASX Listing Rule 7.1. Each unlisted Option has an exercise price of A$0.20 (**Exercise Price**) and expiring on or before the date that is 36 months after the date of issue of the unlisted Options (**Expiry Date**). Further details of the material terms of the unlisted Options are set out at Annexure B of this Notice. Ratification of this issue of unlisted Options is being sought under Resolutions 1 and 7 of this Notice, respectively.

(d) Each of Lind and CST agreed to acquire Shares in the Company on a monthly basis (subject to the Maximum Share Number) (**Tranche Shares**). Each SPCSA gives the Company the ability to raise A$12 million (although this no longer applies, given both the Lind and CST SPCSAs are anticipated to be terminated and no further Tranche Shares will be issued to Lind or CST (notwithstanding the following summary of the SPCSA terms)) by way of issue of Tranche Shares over the 24 month period from the date of entry into the SPCSA in optional monthly tranches (each a **Tranche**) of a minimum of A$150,000 (**Base Amount**) or by mutual agreement in writing between the parties to the SPCSA, an amount which is greater than the Base Amount but equal to or less than A$500,000, provided that each of Lind and CST will not be required to pay an aggregate amount exceeding A$12,000,000 for the issue of Tranche Shares to it. The Company will also pay as a fee an amount of A$75,000 to each of Lind and CST on the first closing and issuance of Tranche Shares under an SPCSA. On 23 January 2020, the Company issued 6,944,445 Tranche Shares to each of Lind and CST at an issue price of $0.09 per Tranche Share. Ratification of the Tranche Shares is being sought under Resolutions 3 and 9 of this Notice, respectively.

At any time during the term of the SPCSA, either party to an SPCSA may, in certain circumstances, give written notice (**Pause Notice**) prior to the closing date for the issue of Tranche Shares, to pause the operation of an SPCSA in respect of the issue of Tranche Shares (such paused period being the **Pause**), in which case, that closing of an issue of Tranche Shares and other subsequent closings within the Pause will be cancelled and either of CST or Lind (as the case may be) must not make prepayments to the Company for the purchase of Tranche Shares until the end of the Pause.

The number of Tranche Shares to be issued pursuant to a tranche will be as set out in a notice given by each of CST and Lind to the Company (**Tranche Notice**) and will be determined by dividing the amount of prepayment received by the Company from either of Lind or CST by the price per Share which is equal to 90% of the average of the five lowest daily volume weighted average prices (**VWAP**s) of the Company's Shares as traded on ASX during the twenty trading days prior to the relevant issue date for the Tranche Shares (rounded down to the nearest A$0.01) (being the 28th calendar day after the date of a closing of an issue of Tranche Shares, provided that where such date falls on a day that is not a business day, then the business day that immediately precedes the date that would otherwise be an issuance date will be the relevant issue date for the Tranche Shares (**Purchase Price**).

(e) Each of Lind and CST were issued 9,650,000 Shares under the SPCSA (**Collateral Shares**) on 24 December 2019 which were issued within the Company's available placement capacity under ASX Listing Rule 7.1. Ratification of this issue is being sought under Resolutions 2 and 8 of this Notice, respectively.

Pursuant to the terms of the SPCSA, if the number of Collateral Shares held by an Investor reduces below 7,500,000 at any time during the term of the SPCSA, that Investor can require the issue of further Shares so that the Collateral Shares held by that Investor is topped up to the original 7,500,000 Collateral Shares issued to that Investor. However, the maximum aggregate number of additional Collateral Shares (**Additional Collateral Shares**) that can be required to be issued in this manner (without Shareholder approval being obtained) is limited to 10,000,000 Shares per Investor. Further details of the material terms of the Collateral Shares are set out at Annexure C of this Notice. The agreement to issue the Additional Collateral Shares was made within the Company's available placement capacity under ASX Listing Rule 7.1.

(f) Each of Lind and CST were issued 12,812,500 Shares under the SPCSA (**Redemption Shares**) on 15 April 2020 which were issued within the Company's available placement capacity under ASX Listing Rule 7.1. Ratification of this issue is being sought under Resolutions 5 and 10 of this Notice, respectively.

Within 75 days of the entry into each SPCSA, the Company was required to seek the approval of its

Shareholders for the issue of a replacement convertible note to each of Lind and CST (each a **Replacement Convertible Note**), which (subject to Shareholder approval being obtained) would be on the same terms as the issued First Convertible Note but its conversion or redemption would not be subject to the Maximum Share Number). Shareholder approval to issue the Replacement Convertible Note to Lind and CST is no longer required, and will not be sought, on the basis that the SPCSA with each of Lind and CST will be terminated subject to the Company complying with its obligations under the Lind Deed and CST Deed as described in Part 2 below in the sections relating to Resolutions 6 and 12, and it is no longer proposed to issue the Replacement Convertible Notes (as the Company announced on 31 July 2020). As at the date of this Notice, the Company has received A$8,000,000 (prior to costs) in aggregate under the SPCSAs from each of Lind and CST (in equal portions), which comprises the First Convertible Notes (A$6,750,000) and pre-payment of the first Tranche Shares (A$625,000 from each of Lind and CST).

PART 2: Resolutions

Background to Resolutions 1 – 5 and 7 – 11 (inclusive) – Ratification of prior issues of securities under Listing Rule 7.4

Listing Rule 7.4

Resolutions 1 – 5 and 7 – 11 (inclusive) of this Notice propose that Shareholders of the Company ratify the prior issue and allotment of the securities the subject of each of Resolutions 1 – 5 and 7 – 11 (inclusive).

All of the securities the subject of Resolutions 1 – 5 and 7 – 11 (inclusive) were issued by utilising the Company's existing capacity under Listing Rule 7.1.

On 24 December 2019 the Company entered into the SPCSAs with each Investor pursuant to which the Company agreed to issue, and did in fact issue on:

(a) 24 December 2019, the securities the subject of Resolutions 1, 2, 4, 7, 8 and 11;

(b) 23 January 2020, the securities the subject of Resolutions 3 and 9; and

(c) 16 April 2020, the securities the subject of Resolutions 5 and 10,

(each issue of securities an **Issue** and each date on which those securities were issued an **Issue Date**). No Issue was made to a related party of the Company.

Please refer to Part 1 of this Explanatory Statement for further relevant background relating to the entry by the Company into the SPCSAs and the Issues.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period. The Issues do not fit within any of these exceptions and, as they have not yet been approved by the Company's Shareholders, they effectively use up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date of each relevant Issue.

Listing Rule 7.4 allows the shareholders of a listed company to ratify an issue of equity securities after it has been made or agreed to be made. If shareholders ratify such an issue, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues for the purposes of Listing Rule 7.1. Therefore, the effect of approval of Resolutions 1 – 5 and 7 – 11 (inclusive) is to allow the Company to retain the flexibility to issue additional securities within its 15% placement capacity under Listing Rule 7.1 after these Resolutions are passed.

Accordingly, Resolutions 1 – 5 and 7 – 11 (inclusive) request that Shareholders ratify the Issues for the purposes of Listing Rule 7.4. If any of Resolutions 1 – 5 and 7 – 11 (inclusive) are passed, the relevant Issue the subject of the Resolution which has been passed will be excluded from the calculation of the Company's 15% placement capacity under Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval in the 12 month period following the Issue Date of the relevant Issue.

If any of Resolutions 1 – 5 and 7 – 11 (inclusive) are not passed, the relevant Issue the subject of the Resolution which has **not been passed** will be included in calculating the Company's 15% placement capacity under Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without Shareholder approval in the 12 month period following the Issue Date of the relevant Issue.

However, in relation to the First Convertible Notes previously issued to Lind and CST the subject of Resolutions 4 and 11, those notes are anticipated to be cancelled as summarised in the sections relating to Resolutions 6 and 12 below (as the Company announced to the ASX on 31 July 2020). Consequently, those First Convertible Notes are anticipated to no longer reduce the Company's placement capacity. Please refer to the summary of the Lind Deed between the Company and Lind and to the summary of the CST Deed between the Company and CST which are set out below in the sections of this Part 2 relating to Resolutions 6 and 12.

Resolutions 1, 2, 3, 4, 5, 7, 8, 9, 10 and 11 – ratification of prior issues of securities pursuant to the SPCSAs

Background

As announced by the Company on 24 December 2019, pursuant to the SPCSAs, the Company has issued to the Investors:

(a) two First Convertible Notes (1 per Investor) on 24 December 2019 (although the First Convertible Note issued to Lind and CST are anticipated to be cancelled as summarised in the sections relating to Resolutions 6 and 12 below (as the Company announced to the ASX on 31 July 2020);

(b) 10,000,000 unlisted Options (5,000,000 per Investor) on 24 December 2019; and

(c) 19,300,000 Collateral Shares (9,650,000 per Investor) on 24 December 2019.

In addition:

(a) pre-payment for the first Tranche was received by the Company on or around 22 January 2020. Accordingly, 13,888,890 first Tranche Shares were issued by the Company on 23 January 2020; and

(b) on 16 April 2020 the Company issued 12,812,500 Redemption Shares to each of Lind and CST.

Information required by ASX Listing Rule 7.5 – Resolution 1

The following information is provided to Shareholders in relation to Resolution 1 for the purposes of Listing Rule 7.5.

Names of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified or selected

(a) The Company issued the securities the subject of Resolution 1 to Lind.

The number and class of securities the entity issued or agreed to issue

(b) The Company issued 5,000,000 unlisted options to Lind.

If the securities are not fully paid ordinary securities, a summary of the material terms of the securities

(c) The material terms of the unlisted Options which were issued to Lind are set out in Part 1 of this Explanatory Statement and Annexure B of this Notice.

The date or dates on which the securities were or will be issued. If the securities have not yet been issued, the date of issue must be no later than 3 months after the date of the meeting

(d) The unlisted Options were issued to Lind on 24 December 2019.

The price or other consideration the entity has received or will receive for the issue

(e) The Company received nil consideration for the issue of the unlisted Options to Lind.

The purpose of the issue, including the use or intended use of any funds raised by the issue

(f) No funds raised were received from the issue of the unlisted Options the subject of Resolution 1.

If the securities were or will be issued under an agreement, a summary of any other material terms of the

agreement

(g) A summary of the material terms of the SPCSAs, pursuant to which the unlisted Options the subject of this Resolution 1 were issued, is set out in Part 1 of this Notice. For the material terms of the unlisted Options the subject of this Resolution 1, please also refer to Annexure B.

Directors' recommendation

The Board of Directors recommend that Shareholders vote in favour of Resolution 1.

Information required by ASX Listing Rule 7.5 – Resolution 2

The following information is provided to Shareholders in relation to Resolution 2 for the purposes of Listing Rule 7.5.

Names of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified or selected

(a) The Company issued the securities the subject of Resolution 2 to Lind.

The number and class of securities the entity issued or agreed to issue

(b) The Company issued 9,650,000 Collateral Shares to Lind.

If the securities are not fully paid ordinary securities, a summary of the material terms of the securities

(c) The Collateral Shares issued are fully paid ordinary shares in the Company and rank equally in all aspects with all existing Shares of the Company.

The date or dates on which the securities were or will be issued. If the securities have not yet been issued, the date of issue must be no later than 3 months after the date of the meeting

(d) The Collateral Shares were issued to Lind on 24 December 2019.

The price or other consideration the entity has received or will receive for the issue

(e) Nil consideration was received for the issue of the Collateral Shares. There was no deemed issue price quoted in respect of the Collateral Shares, however, the closing price of Shares traded on the ASX on the date of issue was $0.13 (being in aggregate $1,254,500).

(f) (although the Collateral Shares must in time be paid for at the Collateralisation Price – refer to Annexure C of this Notice for further details).

The purpose of the issue, including the use or intended use of any funds raised by the issue

(g) No funds were raised were received from the issue of the Collateral Shares the subject of Resolution 2.

If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement

(h) A summary of the material terms of the SPCSAs, pursuant to which the Collateral Shares the subject of this Resolution 2 were issued, is set out in Part 1 of this Explanatory Statement. For the material terms of the Collateral Shares the subject of this Resolution 2, please also refer to Annexure C of this Notice.

Directors' recommendation

The Board of Directors recommend that Shareholders vote in favour of Resolution 2.

Information required by ASX Listing Rule 7.5 – Resolution 3

The following information is provided to Shareholders in relation to Resolution 3 for the purposes of Listing Rule 7.5.

Names of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified or selected

(a) The Company issued the securities the subject of Resolution 3 to Lind.

The number and class of securities the entity issued or agreed to issue

(b) The Company issued 6,944,445 Tranche Shares to Lind.

If the securities are not fully paid ordinary securities, a summary of the material terms of the securities

(c) The Tranche Shares issued are fully paid ordinary shares in the Company and rank equally in all aspects with all existing Shares of the Company.

The date or dates on which the securities were or will be issued. If the securities have not yet been issued, the date of issue must be no later than 3 months after the date of the meeting

(d) The Tranche Shares were issued to Lind on 23 January 2020.

The price or other consideration the entity has received or will receive for the issue

(e) The Company received $625,000 for the issue of 6,944,445 Tranche Shares to Lind, representing an issue price of $0.09.

The purpose of the issue, including the use or intended use of any funds raised by the issue

(f) Funds raised from the issue of the Tranche Shares the subject of this Resolution 3 have been used by the Company largely in the manner as announced by the Company on 24 December 2019, and in particular:

(i) to continue the Company's China commercialisation strategy and realise the cost and revenue synergies between it and SSI through the acquisition of SSI;

(ii) to provide working capital for the Company's joint venture with iSoftStone in China, with sales having already commenced by the joint venture company iLinkAll in December 2019; and

(iii) to fund the costs of the offer.

A detailed breakdown of the use of funds raised by the issue is provided in the table below.

Amount ($)	**Description of use of funds**
421,875	SSI acquisition
16,245	Tokyo IoT Lab Establishment and Working Capital
155,940	iLinkAll Joint Venture and General Working Capital
30,940	Costs of the Offer

If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement

(g) A summary of the material terms of the SPCSAs, pursuant to which the Tranche Shares the subject of this Resolution 3 were issued, is set out in Part 1 of this Explanatory Statement. For the material terms upon which the Tranche Shares the subject of Resolution 3 were issued, please also refer to Part 1 of this Explanatory Statement.

Directors' recommendation

The Board of Directors recommend that Shareholders vote in favour of Resolution 3.

Information required by ASX Listing Rule 7.5 – Resolution 4

The following information is provided to Shareholders in relation to Resolution 4 for the purposes of Listing Rule 7.5.

Names of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified or selected

(a) The Company issued the First Convertible Note the subject of Resolution 4 to Lind.

The number and class of securities the entity issued or agreed to issue

(b) The Company issued 1 First Convertible Note to Lind (which on conversion would have resulted in the issue of 12,500,000 Shares (assuming (i) no consolidation, subdivision or pro-rata cancellation of the Company's issued capital, and (i) no reduction to the conversion price)). However, the First Convertible Note issued to Lind is anticipated to be cancelled as summarised in the section relating to Resolution

6 below (as the Company announced to the ASX on 31 July 2020).

If the securities are not fully paid ordinary securities, a summary of the material terms of the securities

(c) The material terms of the First Convertible Note are set out in Part 1 of this Explanatory Statement and in Annexure A of this Notice.

The date or dates on which the securities were or will be issued. If the securities have not yet been issued, the date of issue must be no later than 3 months after the date of the meeting

(d) The First Convertible Note was issued to Lind on 24 December 2019.

The price or other consideration the entity has received or will receive for the issue

(e) The Company received an amount of A$3,375,000 for the issue of the First Convertible Note to Lind.

The purpose of the issue, including the use or intended use of any funds raised by the issue

(f) Funds raised from the issue of the First Convertible Note the subject of this Resolution 4 have been used by the Company in the manner as announced by the Company on 24 December 2019, and in particular:

(i) to continue the Company's China commercialisation strategy and realise the cost and revenue synergies between it and SSI through the acquisition of SSI;

(ii) to provide working capital for the Company's joint venture with iSoftStone in China, with sales having already commenced by the joint venture company iLinkAll in December 2019; and

(iii) the establishment and funding of the IoT Lab in Tokyo by March 2020.

A detailed breakdown of the use of funds raised by the issue is provided in the table below.

Amount ($)	**Description of use of funds**
2,278,125	SSI acquisition
87,726	Tokyo IoT Lab Establishment and Working Capital
842,076	iLinkAll Joint Venture and General Working Capital
167,073	Costs of the Offer

If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement

(g) A summary of the material terms of the SPCSAs, pursuant to which the First Convertible Note the subject of this Resolution 4 was issued, is set out in Part 1 of this Explanatory Statement. For the material terms of the First Convertible Note the subject of this Resolution 4, please also refer to Annexure A of this Notice (although that First Convertible Note is anticipated to be cancelled as summarised in the section relating to Resolution 6 below (as the Company announced to the ASX on 31 July 2020)).

Directors' recommendation

The Board of Directors recommend that Shareholders vote in favour of Resolution 4.

Information required by ASX Listing Rule 7.5 – Resolution 5

The following information is provided to Shareholders in relation to Resolution 5 for the purposes of Listing Rule 7.5.

Names of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified or selected

(a) The Company issued the securities the subject of Resolution 5 to Lind.

The number and class of securities the entity issued or agreed to issue

(b) The Company issued 12,812,500 Redemption Shares to Lind.

If the securities are not fully paid ordinary securities, a summary of the material terms of the securities

(c) The Redemption Shares issued are fully paid ordinary shares in the Company and rank equally in all aspects with all existing Shares of the Company.

The date or dates on which the securities were or will be issued. If the securities have not yet been issued, the date of issue must be no later than 3 months after the date of the meeting

(d) The Redemption Shares were issued to Lind on 16 April 2020.

The price or other consideration the entity has received or will receive for the issue

(e) The 12,812,500 Redemption Shares issued to Lind were issued in consideration for the redemption of $500,000 of the face value of Lind's First Convertible Note. The redemption value used to determine the number of Redemption Shares was $512,500 at a deemed issue price of $0.04 per Redemption Share.

The purpose of the issue, including the use or intended use of any funds raised by the issue

(f) No funds raised were received from the issue of the Redemption Shares the subject of this Resolution 5.

If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement

(g) A summary of the material terms of the SPCSAs, pursuant to which the Redemption Shares the subject of this Resolution 5 were issued, is set out in Part 1 of this Explanatory Statement. For the material terms of the Redemption Shares the subject of this Resolution 5, please refer to Part 1 of this Notice.

Directors' recommendation

The Board of Directors recommend that Shareholders vote in favour of Resolution 5.

Information required by ASX Listing Rule 7.5 – Resolution 7

The following information is provided to Shareholders in relation to Resolution 7 for the purposes of Listing Rule 7.5.

Names of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified or selected

(a) The Company issued the securities the subject of Resolution 7 to CST.

The number and class of securities the entity issued or agreed to issue

(b) The Company issued 5,000,000 unlisted Options to CST.

If the securities are not fully paid ordinary securities, a summary of the material terms of the securities

(c) The material terms of the unlisted Options which were issued to CST are set out in Part 1 of the Explanatory Statement and in Annexure B of this Notice.

The date or dates on which the securities were or will be issued. If the securities have not yet been issued, the date of issue must be no later than 3 months after the date of the meeting

(d) The unlisted Options were issued to CST on 24 December 2019.

The price or other consideration the entity has received or will receive for the issue

(e) The Company received nil consideration for the unlisted Options.

The purpose of the issue, including the use or intended use of any funds raised by the issue

(f) No funds raised were received from the issue of the unlisted Options the subject of Resolution 7.

If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement

(g) A summary of the material terms of the SPCSAs, pursuant to which the unlisted Options the subject of this Resolution 7 were issued, is set out in Part 1 of this Explanatory Statement. For the material terms upon which the unlisted Options the subject of this Resolution 7 were issued, please also refer to Annexure B of this Notice.

Directors' recommendation

The Board of Directors recommend that Shareholders vote in favour of Resolution 7.

Information required by ASX Listing Rule 7.5 – Resolution 8

The following information is provided to Shareholders in relation to Resolution 8 for the purposes of Listing Rule 7.5.

Names of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified or selected

(a) The Company issued the securities the subject of Resolution 8 to CST.

The number and class of securities the entity issued or agreed to issue

(b) The Company issued 9,650,000 Collateral Shares to CST.

If the securities are not fully paid ordinary securities, a summary of the material terms of the securities

(c) The Collateral Shares issued are fully paid ordinary shares in the Company and rank equally in all aspects with all existing Shares of the Company.

The date or dates on which the securities were or will be issued. If the securities have not yet been issued, the date of issue must be no later than 3 months after the date of the meeting

(d) The Collateral Shares were issued to CST on 24 December 2019.

The price or other consideration the entity has received or will receive for the issue

(e) The Company received nil consideration for the issue of the Collateral Shares. There was no deemed issue price quoted in respect of the Collateral Shares, however, the closing price of Shares traded on the ASX on the date of issue was $0.13 (being in aggregate $1,254,500).

The purpose of the issue, including the use or intended use of any funds raised by the issue

(f) No funds raised were received from the issue of the Collateral Shares the subject of this Resolution 8.

If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement

(g) A summary of the material terms of the SPCSAs, pursuant to which the Collateral Shares the subject of this Resolution 8 were issued, is set out in Part 1 of this Explanatory Statement. For the material terms of the Collateral Shares the subject of this Resolution 8, please also refer to Annexure C of this Notice.

Directors' recommendation

The Board of Directors recommend that Shareholders vote in favour of Resolution 8.

Information required by ASX Listing Rule 7.5 – Resolution 9

The following information is provided to Shareholders in relation to Resolution 9 for the purposes of Listing Rule 7.5.

Names of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified or selected

(a) The Company issued the securities the subject of Resolution 9 to CST.

The number and class of securities the entity issued or agreed to issue

(b) The Company issued 6,944,445 Tranche Shares to CST.

If the securities are not fully paid ordinary securities, a summary of the material terms of the securities

(c) The Tranche Shares issued are fully paid ordinary shares in the Company and rank equally in all aspects with all existing Shares of the Company.

The date or dates on which the securities were or will be issued. If the securities have not yet been issued, the date of issue must be no later than 3 months after the date of the meeting

(d) The Tranche Shares were issued to CST on 23 January 2020.

The price or other consideration the entity has received or will receive for the issue

(e) The Company received $625,000 for the issue of the 6,944,445 Tranche Shares, representing an issue price of $0.09.

The purpose of the issue, including the use or intended use of any funds raised by the issue

(f) Funds raised from the issue of the Tranche Shares the subject of this Resolution 9 have been used by the Company in the manner as announced by the Company on 24 December 2019, and in particular:

(i) to continue the Company's China commercialisation strategy and realise the cost and revenue synergies between it and SSI through the acquisition of SSI;

(ii) to provide working capital for the Company's joint venture with iSoftStone in China, with sales having already commenced by the joint venture company iLinkAll in December 2019; and

(iii) the establishment and funding of the IoT Lab in Tokyo by March 2020.

A detailed breakdown of the use of funds raised by the issue is provided in the table below.

Amount ($)	Description of use of funds
421,875	SSI acquisition
16,245	Tokyo IoT Lab Establishment and Working Capital
155,940	iLinkAll Joint Venture and General Working Capital
30,940	Costs of the Offer

If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement

(g) A summary of the material terms of the SPCSAs, pursuant to which the Tranche Shares the subject of this Resolution 9 were issued, is set out in Part 1 of this Explanatory Statement. For the material terms of the Tranche Shares the subject of this Resolution 9 were issued, please refer to Part 1 of this Explanatory Statement.

Directors' recommendation

The Board of Directors recommend that Shareholders vote in favour Resolution 9.

Information required by ASX Listing Rule 7.5 – Resolution 10

The following information is provided to Shareholders in relation to Resolution 10 for the purposes of Listing Rule 7.5.

Names of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified or selected

(a) The Company issued the securities the subject of Resolution 10 to CST.

The number and class of securities the entity issued or agreed to issue

(b) The Company issued 12,812,500 Redemption Shares to CST.

If the securities are not fully paid ordinary securities, a summary of the material terms of the securities

(c) The Redemption Shares issued are fully paid ordinary shares in the Company and rank equally in all aspects with all existing Shares of the Company.

The date or dates on which the securities were or will be issued. If the securities have not yet been issued, the date of issue must be no later than 3 months after the date of the meeting

(d) The Redemption Shares were issued to CST on 16 April 2020.

The price or other consideration the entity has received or will receive for the issue

(e) The 12,812,500 Redemption Shares issued to CST were issued in consideration for the redemption of $500,000 of the face value of CST's First Convertible Note. The redemption value used to determine

the number of Redemption Shares was $512,500 at a deemed issue price of $0.04 per Redemption Share.

The purpose of the issue, including the use or intended use of any funds raised by the issue

(f) No funds raised were received from the issue of the Redemption Shares the subject of this Resolution 10.

If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement

(g) A summary of the material terms of the SPCSAs, pursuant to which the Redemption Shares the subject of this Resolution 10 were issued, is set out in Part 1 of this Explanatory Statement. For the material terms of the Redemption Shares the subject of this Resolution 10, please refer to Part 1 of this Explanatory Statement.

Directors' recommendation

The Board of Directors recommend that Shareholders vote in favour of Resolution 10.

Information required by ASX Listing Rule 7.5 – Resolution 11

The following information is provided to Shareholders in relation to Resolution 11 for the purposes of Listing Rule 7.5.

Names of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified or selected

(a) The Company issued the First Convertible Note the subject of Resolution 11 to CST.

The number and class of securities the entity issued or agreed to issue

(b) The Company issued 1 First Convertible Note to CST (which on conversion would have resulted in the issue of 12,500,000 Shares (assuming (i) no consolidation, subdivision or pro-rata cancellation of the Company's issued capital, and (i) no reduction to the conversion price)). However, the First Convertible Note issued to CST is anticipated to be cancelled as summarised in the section relating to Resolution 12 below (as the Company announced to the ASX on 31 July 2020).

If the securities are not fully paid ordinary securities, a summary of the material terms of the securities

(c) The material terms of the First Convertible Note are set out in Part 1 of this Explanatory Statement and in Annexure A of this Notice.

The date or dates on which the securities were or will be issued. If the securities have not yet been issued, the date of issue must be no later than 3 months after the date of the meeting

(d) The First Convertible Note was issued to CST on 24 December 2019.

The price or other consideration the entity has received or will receive for the issue

(e) The Company received an amount of A$3,375,000 for the issue of the First Convertible Note to CST.

The purpose of the issue, including the use or intended use of any funds raised by the issue

(f) Funds raised from the issue of the First Convertible Note the subject of this Resolution 11 have been used by the Company in the manner as announced by the Company on 24 December 2019, and in particular:

(i) to continue the Company's China commercialisation strategy and realise the cost and revenue synergies between it and SSI, through the acquisition of SSI;

(ii) to provide working capital for the Company's joint venture with iSoftStone in China, with sales having already commenced by the joint venture company iLinkAll in December 2019; and

(iii) the establishment and funding of the IoT Lab in Tokyo by March 2020.

A detailed breakdown of the use of funds raised by the issue is provided in the table below.

Amount ($)	Description of use of funds
2,278,125	SSI acquisition
87,726	Tokyo IoT Lab Establishment and Working Capital
842,076	iLinkAll Joint Venture and General Working Capital
167,073	Costs of the Offer

If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement

(g) A summary of the material terms of the SPCSAs, pursuant to which the First Convertible Note the subject of this Resolution 11 was issued, is set out in Part 1 of this Explanatory Statement. For the material terms of the First Convertible Note the subject of this Resolution 11, please also refer to Annexure A of this Notice (although that First Convertible Note is anticipated to be cancelled as summarised in the section relating to Resolution 12 below (as the Company announced to the ASX on 31 July 2020)).

Directors' recommendation

The Board of Directors recommend that Shareholders vote in favour of Resolution 11.

Resolution 6 - Approval of the issue of shares to Lind Global Macro Fund, LP

Background

Further to the Information in Part 1 above, on 31 July 2020 the Company announced to the ASX that the SPCSA with Lind will be terminated pursuant to the terms of a deed between the Company and Lind (the **Lind Deed**), upon the Company complying with all of the following:

(a) the Company paying A$3,120,000 to Lind by way of the following payments:

  (i) an initial payment of A$820,000 on or before 7 August 2020, which payment has been made as at the date of this Notice; and

  (ii) the payment of the remaining balance of A$2,300,000 to Lind on or before 28 September 2020 (noting that if the Company conducts certain equity or debt capital raisings prior to that date, the net proceeds of that raising must be utilised to pay that balance); and

(b) the Company reducing the balance of Collateral Shares held by Lind to zero (such that Lind may retain, and is no longer required to pay for these Collateral Shares); and

(c) subject to Shareholder approval (which is being sought pursuant to this Resolution 6), the Company issuing 10,000,000 Shares to Lind (**Lind Shares**) on or before 28 September 2020, or failing such Shareholder approval by 28 September 2020, on or before 5 October 2020, the Company instead paying to Lind a cash amount which is the greater of:

  (i) $512,490; or

  (ii) 10,000,000 multiplied by the VWAP per Share for the 20 trading days on which trades occur in Shares immediately prior to 28 September 2020,

  in lieu of the issue of the Lind Shares.

Failure for the Company to comply with the above (or certain events of default) would mean the Lind Deed terminates, the SPCSA continues to apply and the Company would forfeit A$500,000 of the above payment to Lind and the Collateral Share holding number will remain reduced to zero. In such circumstances, the Company would need to make further cash payments and/or issue further Shares to Lind in accordance with the terms of the SPCSA with Lind (refer to Part 1 of this Explanatory Statement and the Company's announcements of 24 December 2019). To the extent that further cash payments are required to be made under the SPCSA, the Company may need to attribute a greater portion of the funds that are proposed to be raised under the convertible note raising the subject to Resolution 23, or raise further capital, to fund its ongoing obligations under the SPCSA with Lind.

On the other hand, if the payments occur pursuant to clause (a) above then, with immediate effect upon either the Shares being issued, or payments being made under clause (c) above:

(a) the SPCSA is terminated;

(b) the Convertible Securities (as described in the 24 December 2019 announcements, and which are also referred to as the First Convertible Notes in those announcements) with Lind are terminated and cancelled for nil consideration; and

(c) each party to the Lind SPCSA is irrevocably and unconditionally released from its obligations under the SPCSA.

In the meantime no further transactions will occur under the SPCSA with Lind (such as the issue of Tranche Shares described in the 24 December 2019 announcements) and Lind has (among other things) granted forbearances and waivers in relation to certain matters pursuant to the SPCSA, including (among other things) for any outstanding events of default.

In addition, the security interests which Lind has in relation to Company assets would be released upon termination of the SPCSA.

The Lind Deed contains further customary clauses, such as mutual releases and indemnities.

As a result of the Lind Deed, there is no longer any obligation to seek Shareholder approval to issue the Replacement Convertible Note to Lind and no further securities in the Company will be issued to Lind pursuant to the SPCSA. In accordance with the terms of the Lind Deed, the Company seeks the approval of Shareholders pursuant to Resolution 6 for the issue of the Lind Shares to Lind.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The Lind Shares do not fall within any of these exceptions and exceeds the Company's 15% placement capacity under Listing Rule 7.1. The Lind Shares therefore require the approval of the Company's Shareholders under Listing Rule 7.1. Accordingly, Resolution 6 seeks the required Shareholder approval to the issue of the Lind Shares for the purposes of Listing Rule 7.1.

If Resolution 6 is passed, the Company will be able to proceed with the Lind Issue and the Company will issue the Lind Shares without using the Company's 15% capacity under Listing Rule 7.1. If Resolution 6 is not passed, the Company will not be able to proceed with the Lind Issue and the Company will not issue the Lind Shares.

If Resolution 6 is not passed on or before 28 September 2020 then (pursuant to the terms of the Lind Deed) on or before 5 October 2020 the Company must pay to Lind the cash amount referred to in paragraph (c)(i) or (c)(ii) above.

Information Required by Listing Rule 7.3 – Resolution 6

The following information is provided to Shareholders for the purposes of Listing Rule 7.3.

The names of the persons to whom the entity will issue the securities or the basis upon which those persons were or will be identified or selected

(a) The Lind Shares would be issued to Lind, in accordance with the Lind Deed.

The number and class of securities the entity will issue

(b) The maximum number of Lind Shares to be issued pursuant to this Resolution 6 is 10,000,000. The Lind Shares would be ordinary shares in the Company which would be fully paid on issue and rank equally in all aspects with all existing Shares on issue in the Company.

If the securities are not fully paid ordinary securities, a summary of the material terms of the securities

(c) Not applicable, the Lind Shares would be fully paid ordinary shares in the Company.

The date or dates on or by which the entity will issue the securities. This must be no later than 3 months after the date of the meeting

(d) If Shareholders approve this Resolution 6, the Lind Shares would be proposed to be issued by 28 September 2020 in accordance with the Lind Deed (but the Lind Shares may, if Lind and the Company agree to extend the deadline for issue of the Lind Shares under the Lind Deed, instead be issued within

3 months of receipt of Shareholder approval (or otherwise, as determined by the ASX in the exercise of its discretion)).

The price or other consideration the entity will receive for the securities

(e) No cash consideration would be payable for the Lind Shares, because they would form part of the consideration proposed to be paid by the Company to Lind pursuant to the Lind Deed, as summarised above.

The purpose of the issue, including the intended use of any funds raised by the issue

(f) The purpose of the issue of Lind Shares would be to form part of the consideration proposed to be paid by the Company to Lind pursuant to the Lind Deed, as summarised above. No funds would be raised from the issue of the Lind Shares.

If the securities are being issued under an agreement, a summary of any other material terms of the agreement

(g) A summary of the Lind Deed is provided above.

Directors' Recommendation

The Board of Directors recommend that Shareholders vote in favour of this Resolution 6.

Resolution 12 – Approval of the issue of shares to CST Capital Pty Ltd ACN 628 583 700 as trustee for the CST Investments Fund

Background

Further to the Information in Part 1 above, on 31 July 2020 the Company announced to the ASX that the SPCSA with CST will be terminated pursuant to the terms of a deed between the Company and CST (the **CST Deed**), upon the Company complying with all of the following:

(a) the Company paying A$3,320,000 to CST by way of the following payments:

  (i) an initial payment of A$1,020,000 on or before 7 August 2020, which payment has been made as at the date of this Notice; and

  (ii) the payment of the remaining balance of A$2,300,000 to CST on or before 28 September 2020 (noting that if the Company conducts certain equity or debt capital raisings prior to that date, the net proceeds of that raising must be utilised to pay that balance); and

(b) the Company reducing the balance of Collateral Shares held by CST to zero (such that CST may retain, and is no longer required to pay for these Collateral Shares); and

(c) subject to Shareholder approval (which is being sought pursuant to this Resolution 12), the Company issuing 10,000,000 Shares to CST (**CST Shares**) on or before 28 September 2020, or failing such Shareholder approval by 28 September 2020, on or before 5 October 2020, the Company instead paying to CST a cash amount which is the greater of:

  (i) $512,490; or

  (ii) 10,000,000 multiplied by the VWAP per Share for the 20 trading days on which trades occur in Shares immediately prior to 28 September 2020,

  in lieu of the issue of the CST Shares.

Failure for the Company to comply with the above (or certain events of default) would mean the CST Deed terminates, the SPCSA continues to apply and the Company would forfeit A$500,000 of the above payment to CST and the Collateral Share holding number will remain reduced to zero. In such circumstances, the Company would need to make further cash payments and/or issue further securities to CST in accordance with the terms of the SPCSA with CST (refer to Part 1 of this Explanatory Statement and the Company's announcements of 24 December 2019). To the extent that further cash payments are required to be made under the SPCSA, the Company may need to attribute a greater portion of the funds that are proposed to be raised under the convertible note raising the subject to Resolution 23, or raise further capital, to fund its ongoing obligations under the SPCSA with CST.

On the other hand, if the payments occur pursuant to clause (a) above then, with immediate effect upon either the Shares being issued, or payments being made under clause (c) above:

(a) the SPCSA is terminated;

(b) the Convertible Securities (as described in the 24 December 2019 announcements, and which are also referred to as the First Convertible Notes in those announcements) with CST are terminated and cancelled for nil consideration; and

(c) each party to the CST SPCSA is irrevocably and unconditionally released from its obligations under the SPCSA.

In the meantime no further transactions will occur under the SPCSA with CST (such as the issue of Tranche Shares described in the 24 December 2019 announcements) and CST has (among other things) granted forbearances and waivers in relation to certain matters pursuant to the SPCSA, including (among other things) for any outstanding events of default.

In addition, the security interests which CST has in relation to Company assets would be released upon termination of the SPCSA.

The Lind Deed contains further customary clauses, such as mutual releases and indemnities.

As a result of the CST Deed, there is no longer any obligation to seek Shareholder approval to issue the Replacement Convertible Note to CST and no further securities in the Company will be issued to CST pursuant to the SPCSA. In accordance with the terms of the CST Deed, the Company seeks the approval of Shareholders pursuant to Resolution 12 for the issue of the CST Shares to CST.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The CST Shares do not fall within any of these exceptions and exceeds the Company's 15% placement capacity under Listing Rule 7.1. The CST Shares therefore require the approval of the Company's Shareholders under Listing Rule 7.1. Accordingly, Resolution 12 seeks the required Shareholder approval to the issue of the CST Shares for the purposes of Listing Rule 7.1.

If Resolution 12 is passed, the Company will be able to proceed with the CST Issue and the Company will issue the CST Shares without using the Company's 15% capacity under Listing Rule 7.1. If Resolution 12 is not passed, the Company will not be able to proceed with the CST Issue and the Company will not issue the CST Shares.

If Resolution 12 is not passed on or before 28 September 2020 then (pursuant to the terms of the CST Deed) on or before 5 October 2020 the Company must pay to CST the cash amount referred to in paragraph (c)(i) or (c)(ii) above.

Information Required by Listing Rule 7.3 – Resolution 12

The following information is provided to Shareholders for the purposes of Listing Rule 7.3.

The names of the persons to whom the entity will issue the securities or the basis upon which those persons were or will be identified or selected

(a) The CST Shares would be issued to CST, in accordance with the CST Deed.

The number and class of securities the entity will issue

(b) The maximum number of CST Shares to be issued pursuant to this Resolution 12 is 10,000,000. The CST Shares would be ordinary shares in the Company which would be fully paid on issue and rank equally in all aspects with all existing Shares on issue in the Company.

If the securities are not fully paid ordinary securities, a summary of the material terms of the securities

(c) Not applicable, the CST Shares would be fully paid ordinary shares in the Company.

The date or dates on or by which the entity will issue the securities. This must be no later than 3 months

after the date of the meeting

(d) If Shareholders approve this Resolution 12, the CST Shares would be proposed to be issued by 28 September 2020 in accordance with the CST Deed (but the CST Shares may, if CST and the Company agree to extend the deadline for issue of the CST Shares under the CST Deed, instead be issued within 3 months of receipt of Shareholder approval (or otherwise, as determined by the ASX in the exercise of its discretion)).

The price or other consideration the entity will receive for the securities

(e) No cash consideration would be payable for the CST Shares, because they would form part of the consideration proposed to be paid by the Company to CST pursuant to the CST Deed, as summarised above.

The purpose of the issue, including the intended use of any funds raised by the issue

(f) The purpose of the issue of CST Shares would be to form part of the consideration proposed to be paid by the Company to CST pursuant to the CST Deed, as summarised above. No funds would be raised from the issue of the CST Shares.

If the securities are being issued under an agreement, a summary of any other material terms of the agreement

(g) A summary of the CST Deed is provided above.

Directors' Recommendation

The Board of Directors recommend that Shareholders vote in favour of this Resolution 12.

Resolutions 13 and 14 – Ratification of previous issues of Shares to various parties

Background

Details of the securities the subject of Resolutions 13 and 14 for which the Company proposes to seek approval and ratification for at this General Meeting, are set out below:

(a) 12,015,625 Shares which were issued to Australasian Share Nominees Pty Ltd as the nominee of (and an associate of) EverBlu Capital Pty Ltd (**EverBlu**) as part of broker commission and remuneration paid in respect of:

  (i) the capital raising undertaken on 14 February 2020; and

  (ii) advice provided to the Company on alternative capital raising opportunities in international markets, analysis of competitors and identifying potential acquisition targets,

  and for which ratification by Shareholders is sought pursuant to Resolution 13; and

(b) 115,385 Shares which were issued to EverBlu as the nominee of EverBlu Research Pty Ltd (**EverBlu Research**) in consideration for services provided by EverBlu Research to the Company which consisted of the preparation and distribution of research reports in respect of the Company, and for which ratification by Shareholders is sought pursuant to Resolution 14.

The Shares the subject of Resolution 13 were issued to Australasian Share Nominees Pty Ltd as the nominee of EverBlu in consideration for services provided by EverBlu to the Company under an engagement letter entered into between the Company and EverBlu dated 18 November 2019 (**EverBlu Mandate**), a summary of which is set out in the Company's ASX announcement of 24 April 2020. Under the terms of the Everblu Mandate the Company engaged EverBlu to act as the Company's corporate advisor and lead manager for equity raisings proposed to be undertaken by the Company. EverBlu's services have so far been provided in respect of the Company's capital raisings announced on 10 December 2019 (placement to sophisticated and professional investors), 24 December 2019 (funding via the entry into the SPCSAs) and 14 February 2020 (placement to sophisticated and professional investors). The Everblu Mandate continues for a period of 12 months with an automatic extension for a further 12 months, unless a party notifies the other party within 9 months of the commencement date that it does not wish to extend the term. Further details of the material terms of the Everblu Mandate are set out at paragraph (g) below.

The Shares the subject of Resolution 14 were issued to EverBlu as the nominee of EverBlu Research in consideration for services provided by EverBlu Research to the Company under the EverBlu Research

mandate entered into between EverBlu Research and the Company dated 18 November 2019. Under the terms of this mandate EverBlu Research agreed to prepare and distribute research reports in respect of the Company for a period of 12 months from the date that the mandate was signed by the Company (eg. 12 months from 18 November 2019). The parties may terminate the mandate at any time by written notice. Further details of the material terms of the mandate are set out at paragraph (h) below

Neither EverBlu nor EverBlu Research is a related party of the Company.

Information required by ASX Listing Rule 7.5 – Resolutions 13 and 14

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

Names of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified or selected

(a) The Company issued the securities that are the subject of:

(i) Resolution 13: to Australasian Share Nominees Pty Ltd as the nominee (and an associate) of EverBlu; and

(ii) Resolution 14: to EverBlu as the nominee of EverBlu Research.

The number and class of securities the entity issued or agreed to issue

(b) The Company issued the securities the subject of the following Resolutions:

(i) Resolution 13: 12,015,625 Shares to Australasian Share Nominees Pty Ltd as the nominee of EverBlu; and

(ii) Resolution 14: 115,385 Shares to EverBlu as the nominee of EverBlu Research.

If the securities are not fully paid ordinary securities, a summary of the material terms of the securities

(c) The securities the subject of Resolutions 13 and 14 are fully paid ordinary securities.

The date or dates on which the securities were or will be issued. If the securities have not yet been issued, the date of issue must be no later than 3 months after the date of the meeting

(d) The securities were issued on the following dates:

(i) Resolution 13: 12,015,625 Shares on 23 January 2020; and

(ii) Resolution 14: 115,385 Shares on 23 January 2020.

The price or other consideration the entity has received or will receive for the issue

(e) The Company did not receive any consideration for the issue of the Shares the subject of Resolutions 13 and 14 as they were issued to Australasian Share Nominees Pty Ltd as the nominee of EverBlu and EverBlu, respectively as consideration for services provided by EverBlu and EverBlu Research to the Company. The Shares the subject of Resolutions 13 and 14 were issued at the following issue prices:

(i) Resolution 13: $0.11 per Share; and

(ii) Resolution 14: $0.13 per Share.

The purpose of the issue, including the use or intended use of any funds raised by the issue

(f) No funds were raised from the issue of the Shares the subject of Resolutions 13 and 14. These Shares were issued to Australasian Share Nominees Pty Ltd as the nominee of EverBlu, and EverBlu respectively in lieu of cash payments required to be made by the Company to each of EverBlu and EverBlu Research for the services provided by these entities to the Company as described in the Background to Resolutions 13 and 14 above and paragraphs (g) and (h) below.

If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement

(g) The Shares the subject of Resolution 13 were issued to Australasian Share Nominees Pty Ltd as the nominee of EverBlu in consideration for services provided by EverBlu to the Company under the Everblu Mandate (a summary of which is set out in the Company's ASX announcement of 24 April 2020). Under the terms of the Everblu Mandate:

a. The Company engaged EverBlu to act as the Company's corporate advisor and lead manager for equity raisings proposed to be undertaken by the Company, and to advise on and analyse alternative capital raising opportunities in international markets, analyse competitors and identify potential acquisition targets. This Resolution seeks shareholder approval for the issue of securities in consideration of the above services;

b. the Company agreed to pay EverBlu the following fees in consideration for EverBlu providing services to the Company under the Everblu Mandate:

   i. $25,000 per month for corporate advisory services until a 'successful transaction' (being the completion of a capital raise by the Company by way of the issue of debt or equity) is completed by the Company;

   ii. 6% of the gross proceeds raised from a capital raising undertaken by the Company;

   iii. 1,000,000 Shares, 20,000,000 unlisted options (each having an exercise price of $0.20 and a 3 year term) and 20,000,000 unlisted options (each having an exercise price of $0.25 and a 3 year term);

   iv. on completion of a 'successful transaction' (as described above), one Share for every $2 raised and one unlisted option for every $4 raised (with each option having an exercise price at 100% premium to the Share price at the time of issue);

c. the Company also agreed to reimburse EverBlu for all reasonable out of pocket expenses which EverBlu incurred in providing the services the subject of the Everblu Mandate;

d. the Company agreed to indemnify EverBlu and its related bodies corporate and their respective officers, directors, employees, advisors, representatives and agents against claims and other liabilities incurred as a result of the performance of the services the subject of the Everblu Mandate, provided that the indemnity did not apply where the claim arose from the fraud, gross negligence or wilful default of EverBlu and its related bodies corporate and their respective officers, directors, employees, advisors, representatives and agents;

e. the Everblu Mandate continues for a period of 12 months with an automatic extension for a further 12 months, unless a party notifies the other party within 9 months of the commencement date that it does not wish to extend the term. The services provided by EverBlu under the Everblu Mandate may be terminated with or without cause by EverBlu by written notice to the Company;

f. the Company has agreed that it not pursue a transaction or obtain services from another firm that are similar to the services provided by EverBlu under the Everblu Mandate for a period of six months from the date on which the Everblu Mandate is concluded or otherwise terminated without first giving EverBlu (i) notice of its intention to enter into such a transaction, and (ii) the opportunity to provide the proposed services on terms substantially similar to the terms set out in the Everblu Mandate; and

g. the Company has agreed to be liable to pay EverBlu all applicable fees and expenses payable under the Everblu Mandate in respect of any transaction or capital raising entered into by the Company (i) within six months of the date on which the Everblu Mandate or is otherwise terminated or (ii) with a counterparty who introduced by the Company by EverBlu.

(h) The Shares the subject of Resolution 14 were issued to EverBlu as the nominee of EverBlu Research in consideration for services provided by EverBlu Research to the Company under the EverBlu research mandate entered into between EverBlu Research and the Company dated 18 November 2019. Under the terms of this mandate:

a. EverBlu Research agreed to prepare and distribute research reports in respect of the Company for a period of 12 months from the date that the mandate was signed by the Company (eg. 12 months from 18 November 2019);

b. the Company agreed to pay EverBlu Research an amount of $15,000 for providing the services the subject of the research mandate, with such amount being payable in cash or Shares. The Company chose to satisfy the payment of the consideration owing to EverBlu Research under the mandate by issuing the Shares the subject of Resolution 14;

c. the Company also agreed to reimburse EverBlu Research for all reasonable out of pocket expenses which EverBlu Research incurred in providing the services the subject of the

mandate;

d. the parties may terminate the mandate at any time by written notice; and

e. the Company agreed to indemnify EverBlu Research (and its directors, employees, agents and associated companies) against all claims, damages, losses, liabilities and expenses incurred as a result of the performance of the services the subject of the mandate, provided that the indemnity did not apply where the claim arose from the gross negligence or wilful misconduct of EverBlu Research (and its directors, employees, agents and associated companies).

Directors' recommendation

The Board of Directors recommend that Shareholders vote in favour of Resolutions 13 and 14.

Resolutions 15 and 16 – Ratification of issues of Shares and options to various parties pursuant to a placement

Background

Pursuant to the Company's announcements to ASX on 5 December 2019 and 10 December 2019, the Company completed on 11 December 2019 a placement to sophisticated and professional investors, none of whom were related parties of the Company, of new fully paid ordinary shares in the Company at a price of $0.13 per Share to raise A$4 million (**Placement**). EverBlu was lead manager to the Placement, and its associate, Anglo Menda Pty Limited subscribed for and was issued 1,338,462 Shares under the Placement.

Details of the securities issued in connection with the Placement which are the subject of Resolutions 15 and 16 and for which the Company proposes to seek ratification as of the date of this General Meeting, are set out below:

(a) 3,000,000 Shares which were issued to Australasian Share Nominees Pty Ltd as the nominee of EverBlu in consideration for services provided by EverBlu to the Company under the EverBlu Mandate. The issue was comprised of:

- 2,000,000 Shares issued upon the completion of the Placement on the basis of 1 Share for every $2 raised under the Placement; and
- 1,000,000 Shares as part consideration for corporate advisory services provided by EverBlu to the Company under the EverBlu Mandate.

The 3,000,000 Shares were the subject of the Company's announcements dated 10 December 2019 and 12 December 2019 and were issued in reliance on the Company's available placement capacity under Listing Rule 7.1 and for which ratification is sought pursuant to Resolution 15; and

(b) 30,769,210 Shares which were issued to sophisticated and professional investors on 11 December 2019 pursuant to the Placement and which were issued in reliance on the Company's available placement capacity under Listing Rule 7.1 and for which ratification is sought pursuant to Resolution 16.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period. The securities the subject of Resolutions 15 and 16 do not fit within any of these exceptions and, as they have not yet been approved by the Company's Shareholders, these securities utilise part of the Company's 15% placement capacity under Listing Rule 7.1, thereby reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the date of issue of the securities the subject of Resolutions 15 and 16.

Listing Rule 7.4 allows the shareholders of a listed company to ratify a previous issue of equity securities after such issue has been made or agreed to be made. If shareholders ratify an issue of securities under Listing Rule 7.4, the issue of such securities is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Therefore, the effect of approval of Resolutions 15 and 16 is to allow the Company to retain the flexibility to issue additional

securities within its 15% placement capacity under Listing Rule 7.1 after these Resolutions are passed. Accordingly, Resolutions 15 and 16 request that Shareholders ratify the previous issues of securities the subject of Resolutions 15 and 16 for the purposes of Listing Rule 7.4.

If Resolution 15 and Resolution 16 is passed, the securities the subject of these Resolutions will be excluded in calculating the Company's available 15% placement capacity under Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval in the 12 month period following the issue of the securities the subject of Resolutions 15 and 16. If Resolution 15 and/or Resolution 16 is not passed, the relevant securities will be included in calculating the Company's available 15% placement capacity under Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without Shareholder approval in the 12 month period following the date of issue of the securities the subject of Resolutions 15 and 16.

Information required by ASX Listing Rule 7.5 – Resolution 15

The following information is provided to Shareholders in relation to Resolution 15 for the purposes of Listing Rule 7.5.

Names of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified or selected

(a) The Company issued the securities to Australasian Share Nominees Pty Ltd as the nominee of EverBlu.

The number and class of securities the entity issued or agreed to issue

(b) The Company issued 3,000,000 Shares to Australasian Share Nominees Pty Ltd as the nominee of EverBlu.

If the securities are not fully paid ordinary securities, a summary of the material terms of the securities

(c) The securities are fully paid ordinary shares and rank equally with the Company's existing Shares.

The date or dates on which the securities were or will be issued. If the securities have not yet been issued, the date of issue must be no later than 3 months after the date of the meeting

(d) The Company issued 3,000,000 Shares on 12 December 2019.

The price or other consideration the entity has received or will receive for the issue

(e) The Shares were issued to Australasian Share Nominees Pty Ltd as the nominee of EverBlu (for nil cash consideration) as consideration for services provided by EverBlu under the EverBlu Mandate, in its capacity as corporate advisor to the Company and as lead manager to the Placement. There was no deemed issue price quoted in respect of the Shares under the EverBlu Mandate, however, the closing price of Shares traded on the ASX on the date of issue was $0.13 (being in aggregate $390,000).

The purpose of the issue, including the use or intended use of any funds raised by the issue

(f) No funds were received by the Company from the issue of securities to Australasian Share Nominees Pty Ltd as the nominee of EverBlu pursuant to this Resolution 15, as the Shares were issued in lieu of cash payment for services provided by EverBlu to the Company under the Everblu Mandate.

If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement

(g) The Shares the subject of Resolution 15 were issued to Australasian Share Nominees Pty Ltd as the nominee of EverBlu in consideration for services provided by EverBlu to the Company under the EverBlu Mandate. As noted at paragraph (g) of Resolution 13 above, under the Everblu Mandate:

a. the Company engaged EverBlu to act as the Company's corporate advisor and lead manager for equity raisings proposed to be undertaken by the Company. This resolution seeks shareholder approval for the issue of securities in consideration for capital raising services (in respect of the Placement) and corporate advisory services;

b. the Company agreed to pay EverBlu the following fees in consideration for EverBlu providing services to the Company under the Everblu Mandate:

i. $25,000 per month for corporate advisory services until a ‘successful transaction’

(being the completion of a capital raise by the Company by way of the issue of debt or equity) is completed by the Company;

ii. 6% of the gross proceeds raised from a capital raising undertaken by the Company;

iii. 1,000,000 Shares, 20,000,000 unlisted options (each having an exercise price of $0.20 and a 3 year term) and 20,000,000 unlisted options (each having an exercise price of $0.25 and a 3 year term);

iv. on completion of a 'successful transaction' (as described above), one Share for every $2 raised and one unlisted option for every $4 raised (with each option having an exercise price at 100% premium to the Share price at the time of issue).

1,000,000 Shares the subject of Resolution 15 were issued pursuant to *iii* above, with the remaining 2,000,000 Shares being issued pursuant to *iv* above, following the completion of the Placement under which the Company raised $4 million (before costs).

Directors' recommendation

The Board of Directors recommend that Shareholders vote in favour of Resolution 15.

Information required by ASX Listing Rule 7.5 – Resolution 16

The following information is provided to Shareholders in relation to Resolution 16 for the purposes of Listing Rule 7.5.

Names of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified or selected

(a) The Company issued the securities to professional and sophisticated investors, including an associate of Everblu, Anglo Menda Pty Ltd (as detailed above).

The number and class of securities the entity issued or agreed to issue

(b) The Company issued 30,769,231 Shares to professional and sophisticated investors.

If the securities are not fully paid ordinary securities, a summary of the material terms of the securities

(c) The securities are fully paid ordinary shares and rank equally with the Company's existing Shares.

The date or dates on which the securities were or will be issued. If the securities have not yet been issued, the date of issue must be no later than 3 months after the date of the meeting

(d) The Company issued 30,769,231 Shares on 11 December 2019.

The price or other consideration the entity has received or will receive for the issue

(e) The Company received $0.13 per Share.

The purpose of the issue, including the use or intended use of any funds raised by the issue

(f) Funds raised from the issue of the securities the subject of Resolution 16 have been used to:
(i) continue the Company's China commercialisation strategy and realise the cost and revenue synergies between it and SSI through the acquisition of SSI;
(ii) provide working for the Company's joint venture with iSoftStone in China; and
(iii) provide working capital for the establishment and funding of the Company's IoT Lab in Tokyo.

A detailed breakdown of the use of funds raised by the issue is provided in the table below.

Amount ($)	Description of use of funds
1,344,202	SSI acquisition
107,022	Tokyo IoT Lab Establishment and Working Capital
2,548,776	iLinkAll Joint Venture and General Working Capital

If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement

(g) The Shares the subject of Resolution 16 were issued pursuant to the Placement (described above).

Directors' recommendation

The Board of Directors recommend that Shareholders vote in favour of Resolution 16.

Resolution 17 – Ratification of issue of Shares to S3 Consortium Pty Ltd

Background

As announced to ASX on 3 March 2020 (**S3 Issue Date**), the Company issued 275,000 Shares at an issue price of $0.06 per Share to S3 Consortium Pty Ltd (**S3**) (which is not a related party of the Company) as payment for a digital marketing campaign provided by S3 to the Company from 25 February 2020 to 3 March 2020 (**S3 Issue**). The Company proposes to seek ratification of the issue of the Shares to S3 at this General Meeting.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The S3 Issue does not fit within any of these exceptions and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the Company's 15% placement capacity under Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the S3 Issue Date.

Listing Rule 7.4 allows the shareholders of a listed company to ratify a previous issue of equity securities after it has been made or agreed to be made. If shareholders ratify such an issue, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Therefore, the effect of shareholders approving the ratification of the issue of the securities the subject of this Resolution 17 is to allow the Company to retain the flexibility to issue additional securities within its 15% placement capacity under Listing Rule 7.1 after this Resolution is passed. Accordingly, Resolution 17 requests that Shareholders approve the ratification of the S3 Issue for the purposes of Listing Rule 7.4.

If Resolution 17 is passed, the S3 Issue will be excluded in calculating the Company's available 15% placement capacity in Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval in the 12 month period following the S3 Issue Date. If Resolution 17 is not passed, the S3 Issue will be included in calculating the Company's available 15% placement capacity limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without Shareholder approval in the 12 month period following the S3 Issue Date.

Information required by ASX Listing Rule 7.5 – Resolution 17

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

Names of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified or selected

(a) The Company issued 275,000 Shares to S3, which is not a related party of the Company.

The number and class of securities the entity issued or agreed to issue

(b) The 275,000 Shares issued to S3 were fully paid ordinary shares.

If the securities are not fully paid ordinary securities, a summary of the material terms of the securities

(c) The Shares issued to S3 were fully paid ordinary shares and rank equally with the Company's existing Shares.

The date or dates on which the securities were or will be issued. If the securities have not yet been issued, the date of issue must be no later than 3 months after the date of the meeting

(d) The Company issued the 275,000 Shares to S3 on 3 March 2020.

The price or other consideration the entity has received or will receive for the issue

(e) The Shares were issued to S3 at an issue price of $0.06 per Share.

The purpose of the issue, including the use or intended use of any funds raised by the issue

(f) No funds were raised from the issue of the Shares to S3. The Shares were issued as payment for digital marketing services provided by S3 to the Company.

If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement

(g) The Shares the subject of this Resolution 17 are being issued to S3 as consideration provided for services by S3 to the Company pursuant to the terms of a campaign proposal agreed to between the Company and S3 on 25 February 2020 pursuant to which S3 was engaged to provide digital marketing services to the Company. Pursuant to this proposal:

   a. the Company agreed to either pay S3 (i) $33,000 for the provision of services under the proposal, or (ii) pay S3 $16,500 in cash and issue S3 275,000 Shares in consideration of the provision of services under the proposal;

   b. the proposal may be terminated (i) on 14 days' notice in the event of a default not being remedied by a party to the proposal, (ii) immediately upon bankruptcy or insolvency, or (iii) on 45 days prior notice to the other party;

   c. the Company has agreed to indemnity S3 for losses suffered and S3 has agreed to indemnify the Company for any losses suffered, save in certain circumstances.

Directors' recommendation

The Board of Directors recommend that Shareholders vote in favour of this Resolution 17.

Resolution 18 – Approval of issue of Shares to Systemic Pty Ltd

Background

On 15 April 2018, the Company entered into a software development agreement (**SDA**) with Systemic Pty Ltd (**Systemic**) for the provision of software development services by Systemic to the Company for a period of three years commencing on that date. Systemic were to be paid $70,000 in cash and $70,000 in Shares per quarter, subject to meeting the following performance milestones:

1. Systemic was to provide a demonstration ready version of both new client apps and corresponding updates/improvements to the core by 31 July 2018;
2. Systemic was to provide a deployable version of the client apps with corresponding server update containing support for the new client apps by 31 August 2018; and
3. Systemic was to provide delivery of pre-install utility by 30 September 2018.

The Company considers that the performance milestones set out at 1 to 3 above have not been met, however this is disputed by Systemic.

The parties have been in discussions to amend the existing terms of the SDA, to settle certain disputes which had arisen between Systemic and the Company, surrounding the meeting of the agreed performance milestones, under the SDA and to enter into a replacement master services agreement pursuant to which Systemic will provide software development services to the Company including in respect of the development of VIN functionality (**Replacement MSA**).

As part of these discussions, the parties agreed to resolve certain disputes which had arisen under the SDA by entering into a deed of compromise dated 31 March 2020 (**Deed**). Pursuant to the Deed, the parties have agreed, among other things, to terminate the SDA, to enter into the Replacement MSA and, in part consideration for the same, to issue to Systemic 15,000,000 Shares (**Systemic Shares**) (**Systemic Issue**).

The Company did not disclose to the market that it had entered into the Deed, as its entry into the Deed was not considered by the Company to be a material transaction for the purposes of ASX Listing Rule 3.1.

Systemic is not a related party of the Company.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The Systemic Issue does not fall within any of these exceptions and exceeds the Company's 15% placement capacity under Listing Rule 7.1. The Systemic Issue therefore requires the approval of the Company's Shareholders under Listing Rule 7.1. Accordingly, Resolution 18 seeks the required Shareholder approval to the Systemic Issue for the purposes of Listing Rule 7.1.

If Resolution 18 is passed, the Company will be able to proceed with the Systemic Issue and the Company will issue the Systemic Shares without using the Company's 15% capacity under Listing Rule 7.1. If Resolution 18 is not passed, the Company will not be able to proceed with the Systemic Issue and the Company will not issue the Systemic Shares. Information Required by Listing Rule 7.3

Information Required by Listing Rule 7.3 – Resolution 18

The following information is provided to Shareholders for the purposes of Listing Rule 7.3.

The names of the persons to whom the entity will issue the securities or the basis upon which those persons were or will be identified or selected

(a) The Systemic Shares will be issued to Systemic.

The number and class of securities the entity will issue

(b) 15,000,000 Shares will be issued by the Company to Systemic.

If the securities are not fully paid ordinary securities, a summary of the material terms of the securities

(c) The Systemic Shares to be issued to Systemic are fully paid ordinary shares and rank equally with the Company's existing Shares.

The date or dates on or by which the entity will issue the securities. This must be no later than 3 months after the date of the meeting

(d) If this Resolution 18 is approved by Shareholders, the Systemic Shares will be issued to Systemic within 3 business days after receipt of the Shareholder approval, and in any event, within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of its discretion).

The price or other consideration the entity will receive for the securities

(e) The Systemic Shares are being issued to Systemic as consideration for Systemic entering into the Deed (as described above in the Background to this Resolution 18)**.** The Systematic Shares are proposed to be issued for nil cash consideration.

The purpose of the issue, including the intended use of any funds raised by the issue

(f) The Systemic Shares are being issued to Systemic under the Deed to settle certain disputes arising between the Systemic and the Company under the SDA in relation to the performance by each party of the obligations imposed on it under the SDA and to settle a claims made by Systemic that the Company failed to issue a number of performance based share bonuses to Systemic under the SDA. No funds will be received by the Company by the issue of the Systemic Shares.

If the securities are being issued under an agreement, a summary of any other material terms of the agreement

(g) The material terms on which the Systemic Shares are being issued are set out above in the Background to this Resolution 18 and below.

Under the Deed, the Company has agreed to issue the Systemic Shares to Systemic as part of a comprehensive settlement of competing claims between those parties in relation to matters arising under the SDA, to satisfy the claims by Systemic that the Company failed to issue a number of performance based share bonuses to Systemic under the SDA. Subject to receipt of Shareholder approval for the issue of the Systemic Shares, the Company will issue the Systemic Shares free from all encumbrances in part satisfaction of the disputes arising under the SDA.

If Shareholder approval is not received for the issue of the Systemic Shares, the Company must negotiate in good faith with Systemic to provide cash consideration equivalent to the value of the Systemic Shares.

Directors' Recommendation

The Board of Directors recommend that Shareholders vote in favour of this Resolution 18. In addition, each Director of the Company who holds or controls voting rights in respect of Shares in the Company intends to vote their Shares in favour of this Resolution 18.

Resolution 19 – Approval of issue of unlisted options to BJS Robb Pty Ltd (or its nominee)

Background

On 10 June 2017, the Company entered into an engagement letter with BJS Robb Pty Ltd ACN 126 153 811 (**BJS**) pursuant to which the Company engaged BJS to provide corporate and strategic advice to the Company (**BJS Engagement**) over a two year period commencing June 2017. As part of the consideration payable to BJS for providing services to the Company under the BJS Engagement, the Company agreed to issue 5,000,000 unlisted options (**BJS Options**) to BJS or its nominee.

Each BJS Option will entitle the holder to subscribe for one Share in the Company on payment of the exercise price of $0.06 per Option, will be immediately exercisable and will expire on the date which is 2 years after the date of grant of the BJS Option.

BJS has requested that the BJS Options be issued to its nominee, York Street Nominees Pty Ltd ACN 137 998 (**York Street**). Neither BJS or York Street are a related party of the Company.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The issue of the BJS Options does not fall within any of these exceptions and exceeds the Company's available 15% placement capacity in Listing rule 7.1. The issue of the BJS Options therefore requires the approval of the Company's Shareholders under Listing Rule 7.1. Accordingly, Resolution 19 seeks the required Shareholder approval for the issue of the BJS Options for the purposes of Listing Rule 7.1.

If Resolution 19 is passed, the Company will be able to proceed with the issue of the BJS Options to York Street without using the Company's 15% capacity under Listing Rule 7.1. If Resolution 19 is not passed, the Company will not be able to proceed with the issue of the BJS Options and the Company will not issue the BJS Options to York Street.

Information Required by Listing Rule 7.3 – Resolution 19

The following information is provided to Shareholders for the purposes of Listing Rule 7.3.

The names of the persons to whom the entity will issue the securities or the basis upon which those persons were or will be identified or selected

(a) The BJS Options will be issued to York Street.

The number and class of securities the entity will issue

(b) 5,000,000 unlisted options will be issued by the Company to York Street.

If the securities are not fully paid ordinary securities, a summary of the material terms of the securities

(c) Each BJS Option:

a. will have an exercise price of $0.06;

b. will be immediately exercisable; and

c. will expire on the date which is two years after the date of grant of the BJS Option.

The date or dates on or by which the entity will issue the securities. This must be no later than 3 months after the date of the meeting

(d) If this Resolution 19 is approved by Shareholders, the BJS Options will be issued to York Street within 3 business days after receipt of the Shareholder approval, and in any event, within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of its discretion).

The price or other consideration the entity will receive for the securities

(e) The BJS Options are being issued to York Street as consideration for services provided by BJS to the Company under the BJS Engagement (as described above in the Background to this Resolution 19

and below in item (g).

The purpose of the issue, including the intended use of any funds raised by the issue

(f) The BJS Options are being issued to York Street as consideration for the services provided by BJS to the Company under the BJS Engagement (details of which are set out under paragraph (g) below).

If the securities are being issued under an agreement, a summary of any other material terms of the agreement

(g) Under the BJS Engagement, the Company engaged BJS to provide advice on all matters relevant to the Company including, but not limited to, capital raisings, investor relations and strategic advice to the Board and the Company's senior management over a two year period commencing June 2017. As consideration for providing such services under the BJS Engagement, the Company has agreed, subject to Shareholder approval being received pursuant to this Resolution 19, to issue the BJS Options to York Street.

Directors' Recommendation

The Board of Directors recommend that Shareholders vote in favour of this Resolution 19. In addition, each Director of the Company who holds or controls voting rights in respect of Shares in the Company intends to vote their Shares in favour of this Resolution 19.

Resolution 20 – Approval of issue of unlisted options to Masamichi Tanaka

Background

On 31 December 2019, the Company entered into an ongoing advisory board agreement engagement letter with Masamichi Tanaka (**Tanaka**) pursuant to which the Company engaged Tanaka as an independent contractor to serve on the Company's board of advisors (**Tanaka Engagement**) and to provide the following services to the Company:

(a) participant in monthly advisory board calls;

(b) participate in the process for obtaining certification of the Company's intellectual property;

(c) participate in the establishment of an IoT laboratory in Japan for the Company;

(d) participate in sales of the Company's intellectual property in Japan and potentially other international markets;

(e) assist with locating and engaging potential users of the Company's intellectual property in Japan; and

(f) provide guidance to the Company on its business and technology strategies,

(together, the **Tanaka Services**).

As part of the consideration payable to Tanaka for providing services the Tanaka Services under the Tanaka Agreement, the Company agreed to issue 7,500,000 unlisted options to Tanaka as follows:

(a) 2,500,000 unlisted options (**Tanaka Options**) on the date which is 14 days after the date of entry into the Tanaka Engagement;

(b) 2,500,000 unlisted options on the date which is 18 months after the date of entry into the Tanaka Engagement; and

(c) 2,500,000 unlisted options on the date which is 36 months after the date of entry into the Tanaka Engagement,

all of which require shareholder approval for the purposes of Listing Rule 7.1.

On 1 June 2020, the Tanaka Engagement was terminated and replaced with a formal employment agreement between the Company's Japanese subsidiary, Netlinkz Japan KK, and Tanaka ("**Tanaka Employment Agreement**"). Upon termination of the Tanaka Agreement, the parties agreed that shareholder approval would be sought immediately for the issue of the Tanaka Options pursuant to (a) above, with Tanaka waiving his entitlement to the options pursuant to (b) and (c) above, in lieu of a separate package of 5,000,000 Options to be issued under the Tanaka Employment Agreement, subject to shareholder approval to be sought at the Company's 2020 Annual General Meeting.

Accordingly, pursuant to this Resolution 20, shareholder approval is sought pursuant to Listing Rule 7.1 for approval of 2,500,000 Tanaka Options.

Each Tanaka Option will entitle the holder to subscribe for one Share in the Company on payment of the exercise price of $0.16 per Option, will be immediately exercisable from the date of grant and will expire on the date which is three years after the date of its grant.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period. The issue of the Tanaka Options does not fall within any of these exceptions and exceeds the Company's available 15% placement capacity under Listing rule 7.1. The issue of the Tanaka Options therefore requires the approval of the Company's Shareholders under Listing Rule 7.1.

If Resolution 20 is approved by Shareholders, the Company will be able to proceed with the issue of the Tanaka Options to Tanaka without using the Company's 15% capacity under Listing Rule 7.1. If Resolution 20 is not passed, the Company will not be able to proceed with the issue of the Tanaka Options and the Company will not issue the Tanaka Options to Tanaka.

Information Required by Listing Rule 7.3 – Resolution 20

The following information is provided to Shareholders for the purposes of Listing Rule 7.3.

The names of the persons to whom the entity will issue the securities or the basis upon which those persons were or will be identified or selected

(a) The Tanaka Options will be issued to Tanaka.

The number and class of securities the entity will issue

(b) 2,500,000 unlisted options will be issued by the Company to Tanaka.

If the securities are not fully paid ordinary securities, a summary of the material terms of the securities

(c) Each Tanaka Option:

a. will have an exercise price of $0.16;

b. will be immediately exercisable; and

c. will expire on the date which is two years after the date of grant of the Tanaka Option.

The date or dates on or by which the entity will issue the securities. This must be no later than 3 months after the date of the meeting

(d) If this Resolution 20 is approved by Shareholders, the Tanaka Options will be issued to Tanaka within 3 business days after receipt of the Shareholder approval, and in any event, within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of its discretion).

The price or other consideration the entity will receive for the securities

(e) The Tanaka Options are being issued to Tanaka as part consideration for services provided by Tanaka to the Company under the Tanaka Engagement (as described above in the Background to this Resolution 20). Each Tanaka Option has an exercise price of $0.16.

The purpose of the issue, including the intended use of any funds raised by the issue

(f) The Tanaka Options are being issued to Tanaka as part consideration for the services provided by Tanaka to the Company under the Tanaka Engagement.

If the securities are being issued under an agreement, a summary of any other material terms of the agreement

(g) Under the Tanaka Engagement, the Company has engaged Tanaka to provide the Tanaka Services. As consideration for providing the Tanaka Services under the Tanaka Engagement, the Company has agreed, subject to Shareholder approval being received pursuant to this Resolution 20, to issue the Tanaka Options to Tanaka.

(h) Other material terms of the Tanaka Engagement include:

a. either party may terminate the Tanaka Engagement by providing four weeks prior written notice to the other party;

b. the Company has agreed to reimburse Tanaka for reasonable costs and expenses incurred by Tanaka in performing the Tanaka Services;

c. Tanaka has agreed that during the term of the Tanaka Engagement it will provide the Company with prior written notice if it intends to provide any services, as an employee, consultant or otherwise, to any person, company or entity that competes directly with the Company. Furthermore, during the period that is 12 months after the termination of the Tanaka Engagement, Tanaka has agreed to provide the Company with written notice any time that it provides any services, as an employee, consultant or otherwise, to any person, company or entity that competes directly with the Company;

d. as compensation for providing the Tanaka Services, the Company has agreed to provide the following compensation to Tanaka:

i. A$30,000 per month; and

ii. 2,500,000 unlisted options (the terms of which are described in the background to this Resolution 20).

Directors' Recommendation

The Board of Directors recommend that Shareholders vote in favour of this Resolution 20. In addition, each Director of the Company who holds or controls voting rights in respect of Shares in the Company intends to vote their Shares in favour of this Resolution 20.

Resolution 21 – Approval of issue of Shares to Helicopter Creative Pty Ltd

Background

On 30 November 2011, the Company entered into an agreement with Helicopter Creative Pty Ltd ACN 609 138 589 (**Helicopter**) pursuant to which the Company engaged Helicopter (**Helicopter Agreement**) to provide services in respect of the Company's branding, identity development and positioning services (**Helicopter Services**). As part of the consideration payable to Helicopter for providing the Helicopter Services to the Company, the Company verbally agreed with Helicopter to issue 868,659 Shares to Helicopter (**Helicopter Shares**) as payment for consideration owing by the Company to Helicopter for the provision by Helicopter of the Helicopter Services during the period 1 September 2019 to 31 May 2020.

Helicopter is not a related party of the Company.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The issue of the Helicopter Shares does not fall within any of these exceptions and exceeds the Company's available 15% placement capacity under Listing rule 7.1. The issue of the Helicopter Shares therefore requires the approval of the Company's Shareholders under Listing Rule 7.1. Accordingly, Resolution 21 seeks Shareholder approval for the issue of the Helicopter Shares for the purposes of Listing Rule 7.1.

If Resolution 21 is approved by Shareholders, the Company will be able to proceed with the issue of the Helicopter Shares to Helicopter without using the Company's 15% capacity under Listing Rule 7.1. If Resolution 21 is not passed, the Company will not be able to proceed with the issue of the Helicopter Shares and the Company will not issue the Helicopter Shares to Helicopter.

Information Required by Listing Rule 7.3 – Resolution 21

The following information is provided to Shareholders for the purposes of Listing Rule 7.3.

The names of the persons to whom the entity will issue the securities or the basis upon which those persons were or will be identified or selected

(a) The 868,659 Shares will be issued to Helicopter.

The number and class of securities the entity will issue

(b) 868,659 Shares will be issued by the Company to Helicopter.

If the securities are not fully paid ordinary securities, a summary of the material terms of the securities

(c) The 868,659 Shares to be issued to Helicopter are fully paid ordinary shares and rank equally with the Company's existing Shares.

The date or dates on or by which the entity will issue the securities. This must be no later than 3 months after the date of the meeting

(d) If this Resolution 21 is approved by Shareholders, the 868,659 Shares will be issued to Helicopter within 3 business days after receipt of the Shareholder approval, and in any event, within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of its discretion).

The price or other consideration the entity will receive for the securities

(e) The 868,659 Shares are being issued to Helicopter as consideration for $50,000 worth of services provided by Helicopter to the Company under the Helicopter Agreement (as described above in the Background to this Resolution 21), representing a deemed issue price of $0.0575 per Share.

The purpose of the issue, including the intended use of any funds raised by the issue

(f) The 868,659 Shares are being issued to Helicopter as consideration for the services provided by Helicopter to the Company under the Helicopter Agreement for the period 1 September 2019 to 31 December 2019.

If the securities are being issued under an agreement, a summary of any other material terms of the agreement

(g) The 868,659 Shares proposed to be issued by the Company to Helicopter under this Resolution 21 are being issued to satisfy an amount of $50,000 which the Company is required to pay to Helicopter for the services provided by Helicopter to the Company under the Helicopter Agreement. The Shares are not being issued under an agreement but rather a verbal arrangement between the Company and Helicopter with respect to the satisfaction of cash amounts owing by the Company to Helicopter as a result of the provision by Helicopter of the Helicopter Services.

Directors' Recommendation

The Board of Directors recommend that Shareholders vote in favour of this Resolution 21. In addition, each Director of the Company who holds or controls voting rights in respect of Shares in the Company intends to vote their Shares in favour of this Resolution 21.

Resolution 22 – Ratification of issue of Shares to Akuna Finance Pty Limited

Background

On 18 February 2020 the Company issued 8,546,664 Shares at an issue price of $0.025 per Share to Akuna Finance Pty Limited, which is not a related party of the Company, in satisfaction of interest owing by the Company to Akuna Finance Pty Limited, which accrued over the period 1 July 2019 to 18 February 2020, pursuant to the terms of a loan agreement entered into between the Company and Akuna Finance Pty Limited on 1 November 2018 (**Akuna Loan Facility**). The Company proposes to seek ratification of this issue of the Shares to Akuna Finance Pty Limited at this General Meeting.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

The issue of the Shares to Akuna does not fit within any of these exceptions and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the Company's available 15% placement capacity under Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of the Shares the subject of this Resolution to Akuna.

Listing Rule 7.4 allows the shareholders of a listed company to ratify an issue of equity securities after it has been made or agreed to be made. If shareholders ratify a previous issue of securities, the issue is

taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further equity securities without shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional equity securities in the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1. Therefore, the effect of approval of Resolution 22 is to allow the Company to retain the flexibility to issue additional securities within its 15% placement capacity under Listing Rule 7.1 after this Resolution is passed. Accordingly, Resolution 22 requests that Shareholders ratify the previous issue of Shares to Akuna for the purposes of Listing Rule 7.4.

If Resolution 22 is passed, the Shares issued to Akuna will be excluded in calculating the Company's available placement capacity under Listing Rule 7.1, effectively increasing the number of equity securities the Company can issue without Shareholder approval in the 12 month period following the date of issue of the Shares to Akuna. If Resolution 22 is not passed, the Shares issued to Akuna will be included in calculating the Company's available placement capacity under Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without Shareholder approval in the 12 month period following the date of issue of the Shares to Akuna.

Information required by ASX Listing Rule 7.5 – Resolution 22

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

Names of the persons to whom the entity issued or agreed to issue the securities or the basis on which those persons were identified or selected

(a) The Company issued 8,546,664 Shares to Akuna Finance Pty Limited, which is not a related party of the Company.

The number and class of securities the entity issued or agreed to issue

(b) The 8,546,664 Shares issued to Akuna Finance Pty Limited are fully paid ordinary shares.

If the securities are not fully paid ordinary securities, a summary of the material terms of the securities

(c) The Shares issued to Akuna Finance Pty Limited are fully paid ordinary shares and rank equally with the Company's existing Shares.

The date or dates on which the securities were or will be issued. If the securities have not yet been issued, the date of issue must be no later than 3 months after the date of the meeting

(d) The Company issued the 8,546,664 Shares to Akuna Finance Pty Limited on 18 February 2020.

The price or other consideration the entity has received or will receive for the issue

(e) The Shares were issued to Akuna Finance Pty Limited at an issue price of $0.025 per Share. However, the Company did not receive any consideration from the issue of the Shares to Akuna Finance Pty Ltd as the issue of Shares to Akuna Finance Pty Limited was used to satisfy interest owing by the Company to Akuna Finance Pty Limited as at 18 February 2020 under the terms of the loan agreement entered into between the Company and Akuna Finance Pty Limited on 1 November 2018.

The purpose of the issue, including the use or intended use of any funds raised by the issue

(f) No funds were raised from the issue of the Shares, as the Shares were issued to satisfy interest of $213,666 owing by the Company to Akuna Finance Pty Limited as at 18 February 2020 under the terms of the loan agreement entered into between the Company and Akuna Finance Pty Limited on 1 November 2018.

If the securities were or will be issued under an agreement, a summary of any other material terms of the agreement

(g) Pursuant to the terms of the Akuna Loan Facility entered into between the Company and Akuna Finance Pty Limited on 1 November 2018, Akuna Finance Pty Limited advanced funds to the Company totalling $1,646,438.

On 18 February 2020, the Company issued 65,857,528 fully paid ordinary shares to Akuna Finance Pty Limited in settlement of the outstanding principal under the Akuna Loan Facility as at that date.

Further, on 18 February 2020, the Company issued 8,546,664 Shares the subject of this Resolution 22 to satisfy accrued interest owing by the Company under the Akuna Loan Facility. Interest accrued

on the amounts outstanding under the Akuna Loan Facility at a rate of 15.00% per annum (this amount increases to 20% per annum if the Company defaults in its obligations under the Akuna Loan Facility).

Upon the issuance of the above shares to Akuna Finance Pty Limited on 18 February 2020, the outstanding balance due under the Akuna Loan Facility as at 18 February 2020 was satisfied in full.

The Company has subsequently made further drawdowns under the Akuna Loan Facility, and as at 30 June 2020 the balance of principal and interest owning under the Akuna Loan Facility was $2,098,025.

Directors' recommendation

The Board of Directors recommend that Shareholders vote in favour of this Resolution 22.

Resolution 23 – Approval to issue convertible notes and unlisted options to professional and, or alternatively, sophisticated investors (including EverBlu)

Background

The Company is proposing to issue up to 20,000,000 convertible notes (with an aggregate face value of up to A$20,000,000) (**New Notes**) and 150,000,000 free attaching options (**Attaching Options**) as a funding source for the Company. Each New Note would be issued at an issue price which is a 10% discount to the face value, as described below, and interest would also be deducted up-front.

The recipients of the New Notes and Attaching Options are proposed to be professional and, or alternatively, sophisticated investors (**Proposed Recipients**), which may include one or more of EverBlu, its directors, clients, related entities, shareholders, principals, employees, consultants and associates (and associates of any of the above). The Company will ensure that the Proposed Recipients are not related parties of the Company. Certain creditors of the Company may also subscribe for New Notes and Attaching Options, the payment for which may be set off against the Company's payment obligations to such creditors. There are no such arrangements currently in place.

As consideration for providing services to the Company in relation to procuring the anticipated fundraising comprising the New Notes the subject of this Resolution 23, the Company proposes to issue up to 18,620,690 Shares to EverBlu or its nominees pursuant to Resolution 24 (as set out in the separate section relating to Resolution 24 below). Based on the sixty day volume weighted average market price of Shares prior to the Company's suspension from trading on ASX, which was A$0.054 per Share, the 18,620,690 Shares represent A$1,005,517 in total (noting that this is not a forecast of future value).

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The issue of the New Notes and Attaching Options does not fall within any of these exceptions and exceeds the Company's available 15% placement capacity under Listing rule 7.1. The issue of the New Notes and Attaching Options therefore requires the approval of the Company's Shareholders under Listing Rule 7.1. Accordingly, Resolution 23 seeks Shareholder approval for the issue of the New Notes and Attaching Options to the Proposed Recipients for the purposes of Listing Rule 7.1.

If Resolution 23 is approved by Shareholders, the Company will be able to proceed with the issue of up to all of the New Notes and Attaching Options to the Proposed Recipients (and to issue Shares upon conversion of such New Notes and Attaching Options) without using the Company's 15% capacity under Listing Rule 7.1.

If Resolution 23 is not passed, the issues contemplated by that Resolution may still proceed (to the extent there is sufficient placement capacity, for example if other relevant Resolutions are approved in this Notice) but it will reduce, to that extent, the Company's capacity to issue equity securities without shareholder approval under Listing Rule 7.1 for 12 months following the issue of the New Notes and Attaching Options the subject of that Resolution.

The Company has not yet agreed to issue any of the New Notes or Attaching Options the subject of this Resolution 23. The Board will determine whether to issue additional New Notes and Attaching Options the subject of this Resolution 23, and the Company makes no forecast of whether that will occur.

The material terms of the New Notes are set out in Annexure D of this Notice.

Each Attaching Option issued pursuant to this Resolution 23 will entitle the holder to subscribe for one

Share in the Company upon payment of the exercise price of A$0.10 per Attaching Option, will be immediately exercisable on issue and will expire on the date which is 2 years after the date of issue of the Attaching Option. Refer to Annexure E of this Notice for the material terms and conditions of the Attaching Options.

Seven and a half Attaching Options (with fractional entitlements rounded down) are proposed to be issued for each New Note that is issued, assuming Shareholders approve the issue of the New Notes and Attaching Options pursuant to this Resolution 23.

Information Required by Listing Rule 7.3 – Resolution 23

The following information is provided to Shareholders for the purposes of Listing Rule 7.3.

The names of the persons to whom the entity will issue the securities or the basis upon which those persons were or will be identified or selected

(a) The New Notes and Attaching Options would (subject to the Board's discretion) be issued to the Proposed Recipients (which may also include one or more of the Company's creditors). EverBlu will act as corporate adviser and lead manager to assist the Board to identify or select the Proposed Recipients. As part of that process, EverBlu may propose a list of Proposed Recipients to the Board for which the Board will make the ultimate determination as to which (if any) of those Proposed Recipients are issued New Notes and Attaching Options.

The number and class of securities the entity will issue

(b) The maximum number of New Notes to be issued pursuant to this Resolution 23 is 20,000,000. The face value of each New Note will be A$1 (with the maximum number of New Notes proposed to be issued under this Resolution 23 having an aggregate face value of A$20,000,000). The New Notes are able to be converted to Shares at the election of the holder of the New Notes. The mechanism to calculate the conversion price of each New Note is set out in Annexure D of this Notice, being (subject to any adjustments in accordance with the terms in that Annexure) that the number of Shares to be issued upon conversion is the face value divided by A$0.10. The combined face value of the maximum number of New Notes (being A$20,000,000) could (subject to any such adjustments) convert to a maximum number of 200,000,000 Shares.

(c) The maximum number of Attaching Options which are proposed to be issued pursuant to this Resolution 23 is 150,000,000.

If the securities are not fully paid ordinary securities, a summary of the material terms of the securities

(d) A summary of the material terms of the New Notes to be issued pursuant to this Resolution 23 is set out in Annexure D of this Notice.

(e) A summary of the material terms of the Attaching Options to be issued pursuant to this Resolution 23 is as follows:

    a. each Attaching Option will entitle the holder to subscribe for one Share in the Company on payment of the exercise price of A$0.10 per option;

    b. the Attaching Options will be immediately exercisable and will expire on the date which is 2 years after the date of issue of the Attaching Option; and

    c. the material terms of the Attaching Options are further described in Annexure E to this Notice.

(f) Shares issued on conversion of the New Notes and Attaching Options will be fully paid on issue and rank equally in all aspects with all existing Shares on issue in the Company.

The date or dates on or by which the entity will issue the securities. This must be no later than 3 months after the date of the meeting

(g) The New Notes and Attaching Options which are proposed to be issued under this Resolution 23 will, if Shareholders approve this Resolution 23, be issued within 3 months of receipt of Shareholder approval (or otherwise, as determined by the ASX in the exercise of its discretion).

The price or other consideration the entity will receive for the securities

(h) The issue price for each New Note the subject of Resolution 23 is A$0.90 (being 90% of the face value of each New Note, although 100% of the face value would be owed by the Company). The interest payable on the New Notes would be A$0.09 per New Note (being 9% of the face value), which amount

would be paid by the Company up-front as a deduction from the cash being received from the New Note holders. Resolution 23 provides flexibility for the Company's Board to issue up to the maximum number of New Notes and Attaching Options to one or more Proposed Recipients.

(i) No consideration is payable for the issue of the Attaching Options.

The purpose of the issue, including the intended use of any funds raised by the issue

(j) Funds raised from the issue of the New Notes the subject of Resolution 23 are indicatively to be used by the Company as follows (subject to the Board's discretion):

Amount (A$)	**Description of use of funds**
6,440,000	Repay current loan facilities with Lind and CST
8,680,000	General working capital expenditure on administration costs, research and development, marketing and costs of sales in Australia, Japan and China.
1,800,000	Interest on New Notes
1,080,000	Costs of the offer

To the extent that less than the maximum numbers of New Notes and Attaching Options are issued, the Board reserves the right to scale back the above expenditures at the Board's discretion.

If the securities are being issued under an agreement, a summary of any other material terms of the agreement

(k) A summary of the material terms of the New Notes to be issued pursuant to Resolution 23 is set out in Annexure D of this Notice. A summary of the material terms of the Attaching Options to be issued pursuant to this Resolution 23 is set out in Annexure E to this Notice.

Directors' Recommendation

The Board of Directors recommend that Shareholders vote in favour of Resolution 23.

Resolution 24 – Approval of issues of Shares to EverBlu (or its nominees) in consideration for services

Background

As described above in relation to Resolution 13, the Company has entered into the EverBlu Mandate with EverBlu Capital pursuant to which the Company engaged EverBlu to provide certain services to the Company (further details of which are set out in Resolution 13 and the Company's ASX announcement of 24 April 2020 in relation to its mandate with EverBlu).

Since the date of that announcement, the Company has paid to EverBlu (or EverBlu's nominees) research and corporate advisory fees totalling $100,000.

As consideration for providing services to the Company in relation to procuring the anticipated fundraising comprising the New Notes the subject of Resolution 23, the Company proposes to issue up to 18,620,690 Shares to EverBlu or its nominees pursuant to this Resolution 24 (the **EverBlu Shares**).

The actual number of EverBlu Shares to be issued to EverBlu or its nominees under Resolution 24 will be pro rata to reflect the percentage of A$18 million which is borrowed by the Company pursuant to New Notes (excluding the 10% discount to the face value of the Notes).

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The issue of the EverBlu Shares does not fall within any of these exceptions and exceeds the Company's available 15% placement capacity under Listing rule 7.1. The issue of the EverBlu Shares therefore requires the approval of the Company's Shareholders under Listing Rule 7.1. Accordingly, Resolution 24 seeks Shareholder approval for the issue of the EverBlu Shares to EverBlu (or its nominees) for the

purposes of Listing Rule 7.1.

If Resolution 24 is approved by Shareholders, the Company will be able to proceed with the issue of the EverBlu Shares to EverBlu (or its nominees) without using the Company's 15% capacity under Listing Rule 7.1. If Resolution 24 is not passed, the issues contemplated by that Resolution may still proceed (to the extent there is sufficient placement capacity, for example if other relevant Resolutions are approved in this Notice) but it will reduce, to that extent, the Company's capacity to issue equity securities without shareholder approval under Listing Rule 7.1 for 12 months following the issue of the EverBlu Shares pursuant to that Resolution.

Based on the sixty day volume weighted average market price of Shares prior to the Company's suspension from trading on ASX, which was A$0.054 per Share, the 18,620,690 Shares represent A$1,005,517 in total (noting that this is not a forecast of future value). This represents approximately 5.03% of the maximum $20,000,000 borrowing the subject of Resolution 23.

The Shares for which Shareholder approval is being sought under this Resolution 24 comprise EverBlu's entire fee for the services it provided or will provide to the Company in relation to the issue of the New Notes and Attaching Options, each as described in Resolution 23. The additional securities and 6% cash fee payable to EverBlu under the EverBlu Mandate described in the Company's ASX announcement of 24 April 2020 will not be payable if this Resolution 24 is approved by Shareholders and the 18,620,690 Shares are issued pursuant to this Resolution 24. However, if Resolution 24 is not approved by Shareholders and there is insufficient placement capacity to issue the EverBlu Shares the subject of this Resolution 24 to EverBlu (or its nominees), EverBlu and the Company may negotiate an equivalent cash payment by the Company to EverBlu in lieu of the issue of the EverBlu Shares to EverBlu (or its nominees).

Information Required by Listing Rule 7.3 – Resolution 24

The following information is provided to Shareholders for the purposes of Listing Rule 7.3.

The names of the persons to whom the entity will issue the securities or the basis upon which those persons were or will be identified or selected

(a) The EverBlu Shares the subject of this Resolution 24 are proposed to be issued to EverBlu (or its nominees). The recipients of the EverBlu Shares may include one or more of EverBlu, its directors, clients, related entities, shareholders, employees, principals, consultants and associates (and associates of any of the above).

The number and class of securities the entity will issue

(b) The maximum number of Shares to be issued pursuant to this Resolution 24 is 18,620,690.

If the securities are not fully paid ordinary securities, a summary of the material terms of the securities

(c) The Shares proposed to be issued to EverBlu (or its nominees) will be fully paid on issue and rank equally in all aspects with all existing Shares on issue in the Company.

The date or dates on or by which the entity will issue the securities. This must be no later than 3 months after the date of the meeting

(d) The EverBlu Shares which are proposed to be issued under this Resolution 24 will be issued within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of its discretion).

The price or other consideration the entity will receive for the securities

(e) No cash consideration was received or will be received by the Company for the issue of the EverBlu Shares the subject of this Resolution 24. The EverBlu Shares are proposed to be issued to EverBlu (or its nominees) in lieu of cash payments and securities required to be made and issued by the Company to EverBlu under the EverBlu Mandate (as described in Resolution 13) for services rendered in relation to the proposed issue of New Notes and Attaching Options (as described in Resolution 23 above).

The purpose of the issue, including the intended use of any funds raised by the issue

(f) The purpose of the issue is to provide consideration to EverBlu for services provided by EverBlu in relation to the proposed issue of New Notes and Attaching Options (as described in Resolution 23) without draining the Company's cash resources. No funds are proposed to be raised from the issues

of the EverBlu Shares the subject of this Resolution 24. The EverBlu Shares are proposed to be issued to EverBlu (or its nominees) in lieu of cash payments and securities required to be made by the Company to EverBlu under the EverBlu Mandate (as described in Resolution 13) for services rendered in relation to the proposed issue of New Notes and Attaching Options (as described in Resolution 23 above).

If the securities are being issued under an agreement, a summary of any other material terms of the agreement

(g) A summary of the material terms of the EverBlu Mandate is set out above in Resolution 13 and in the Company's ASX announcement of 24 April 2020.

Directors' Recommendation

The Board of Directors recommend that Shareholders vote in favour of Resolution 24.

Glossary

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

Additional Collateral Shares	has the meaning given in Part 1 of this Notice.
Akuna Loan Facility	has the meaning given in Resolution 22.
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.
Attaching Options	has the meaning given to it in the background to Resolution 23
Base Amount	has the meaning given in Part 1 of this Notice.
Board	Board of Directors.
BJS	BJS Robb Pty Ltd ACN 126 153 811
BJS Engagement	the engagement letter entered into between the Company and BJS dated 10 June 2017
BJS Options	the 5,000,000 unlisted options agreed to be issued to BJS pursuant to the BJS Engagement, details of which are set out in Resolution 19.
Chairman	Mr James Tsiolis.
Closing	has the meaning given in Part 1 of this Notice.
Collateral Shares	the 9,650,000 Shares issued to each Investor (equating to a total of 19,300,000 Shares issued to the Investors) pursuant to the SPCSAs.
Company	NetLinkz Limited (ACN 141 509 426).
Conversion Price	the conversion price of each First Convertible notes, being A$0.30 per Share (subject to a different conversion price being potentially applicable in the event that a Conversion occurs pursuant to the "Company repayment rights" section in Annexure A).
Corporations Act	*Corporations Act 2001* (Cth).
CST	CST Capital Pty Ltd ACN 628 583 700 as trustee for the CST Investments Fund.
CST Deed	has the meaning given in Part 2 of this Notice.
CST Shares	has the meaning given in Part 2 of this Notice.
Deed	the deed of compromise dated 31 March 2020 entered into by the Company and Systemic.
Director	a director of the Company.
EverBlu	EverBlu Capital Pty Ltd.
EverBlu Mandate	has the meaning given to it in the background to Resolution 13.
EverBlu Research	EverBlu Research Pty Limited.
EverBlu Shares	has the meaning given to it in the background to Resolution 24.
Exercise Price	the exercise price per unlisted Option issued to the Investors pursuant to the SPCSAs, being A$0.20.
Expiry Date	the date that is on or before the date that is 36 months after the date of issue of the unlisted Options issued to the Investors pursuant to the SPCSAs.
Explanatory Memorandum or **Explanatory Statement**	this explanatory statement forming part of the Notice of General Meeting.

First Convertible Note	has the meaning given in Part 1 of this Notice.
General Meeting	the general meeting convened by this Notice of General Meeting.
Helicopter	Helicopter Creative Pty Ltd ACN 609 138 589.
Helicopter Agreement	the agreement entered into between Helicopter and the Company, details of which are set out in Resolution 21.
Helicopter Services	has the meaning given to that term in Resolution 21.
Helicopter Shares	the 868,659 Shares that the Company has verbally agreed to issue to Helicopter.
Investors	Lind and CST.
Issue	has the meaning given in Part 2 of this Notice.
Issue Date	has the meaning given in Part 2 of this Notice.
Lind	Lind Global Macro Fund, LP.
Lind Deed	has the meaning given in Part 2 of this Notice.
Lind Shares	has the meaning given in Part 2 of this Notice.
Listing Rules	the listing rules of ASX.
Maximum Share Number	has the meaning given in Part 1 of this Notice.
Meeting or **General Meeting**	the general meeting convened by this Notice.
New Notes	has the meaning given to it in the background to Resolution 23.
Notice or **Notice of General Meeting**	the Notice of General Meeting including this Explanatory Statement.
Option	an option in the Company which, subject to its terms, could be exercised into a Share.
Pause	has the meaning given in Part 1 of this Notice.
Pause Notice	has the meaning given in Part 1 of this Notice.
Placement Issue	has the meaning given in Part 2 of this Notice.
Placement Issue Date	has the meaning given in Part 2 of this Notice.
Placement Recipients	has the meaning given in Part 2 of this Notice.
Placement Shares	has the meaning given in Part 2 of this Notice.
Proposed Recipients	has the meaning given to it in the background to Resolution 23.
Purchase Price	has the meaning given in Part 1 of this Notice.
Redemption Shares	the 12,812,500 Shares issued to each Investor (equating to a total of 25,625,000 Shares issued to the Investors) pursuant to the SPCSAs.
Replacement Convertible Note	has the meaning given in Part 1 of this Notice.
Replacement MSA	has the meaning given in Part 2 of this Notice.
Resolution	a resolution set out in this Notice.
S3	S3 Consortium Pty Ltd
Share	a fully paid ordinary share in the capital of the Company.
Shareholder	a registered holder of at least one Share.

SPCSAs	the share purchase and convertible security agreements between: (a) the Company and Lind; and (b) the Company and CST, (each a **SPCSA**).
Systemic	Systemic Pty Ltd.
Tanaka	Masamichi Tanaka
Tanaka Engagement	the engagement letter entered into between Masamichi Tanaka and the Company dated 31 December 2019
Tanaka Options	the 2,500,000 unlisted options agreed to be issued to Tanaka pursuant to the Tanaka Engagement, details of which are set out in Resolution 20
Tanaka Services	has the meaning given to that term in Resolution 20.
Tranche	has the meaning given in Part 1 of this Notice.
Tranche Notice	has the meaning given in Part 1 of this Notice.
Tranche Shares	has the meaning given in Part 1 of this Notice.
VWAP	volume weighted average price.
York Street	York Street Nominees Pty Ltd ACN 137 998 424

Annexure A – Material terms of First Convertible Notes and Replacement Convertible Notes

Term	Sixteen (16) months from the date of Closing and the date which is 30 days after the date on which the Company has satisfied all of its obligations under each Agreement.
Face Value	$3,750,000
Amount payable to acquire each First Convertible Note	$3,375,000 (**Funded Amount**)

Conditions precedent to Closing	An Investor will have no obligation to advance the Funded Amount to the Company, unless the conditions precedent set out below are fulfilled, or waived in writing by the Investor, prior to Closing:
	• the Company has delivered or caused to be delivered to the Investor, and the Investor has received:
	  ○ a copy of the resolutions duly passed by the board of directors of the Company to approve, among other things, entry into each Agreement;
	  ○ copies of any third party consents or approvals required to enter into each Agreement or to give effect to the transactions contemplated by each Agreement;
	  ○ the security documents securing the Company's obligations under each Agreement have been executed by all parties to them (other than an Investor) (**Security Documents**);
	  ○ a flow of funds request;
	  ○ the Collateral Shares required to be issued at Closing;
	  ○ the Options required to be issued at Closing;
	• the Company has issued the Collateral Shares to each Investor (or its nominee);
	• the Company has lodged this Cleansing Notice with ASX and ASX has released this Cleansing Notice to the market;
	• the representations and warranties of the Company contained in each Agreement are true and correct in all respects as of the dates as of which they are made or deemed to be made under each Agreement;
	• no 'event of default' (as defined below in this table) has occurred and no 'event of default' would result from Closing being effected;
	• the Company has performed and complied in all respects with all agreements and covenants required by each Agreement to be performed and complied with by the Company as at or prior to Closing; and
	• the Investor has received each of the documents required to be delivered to it under an Agreement, or which evidences satisfaction of the abovementioned conditions.

	The Company will have no obligation to effect a Closing, unless and until the following conditions are fulfilled, or waived in writing by the Company, by no later than immediately prior to Closing: • the Investor has performed or complied in all respects with all agreements and covenants required by each Agreement as at or prior to Closing; and • the representations and warranties of an Investor contained in each Agreement are true and correct in all respects as of the dates as of which they are made or deemed to be made under the relevant Agreement.
Interest	No interest is payable in respect of each First Convertible Note
Issue Date	24 December 2019
Security	Each First Convertible Note is secured against the assets of the Company.
Conversion	Each Agreement provides that: (a) subject to the requirements set out in paragraphs (b)(ii) to (v) below (inclusive), at any time during the term of each Agreement, and on more than one occasion, an Investor may provide the Company no less than two business days prior notice (**Conversion Notice**) requiring the Company to effect a conversion of a First Convertible Note (**Conversion**) on a date specified by the Investor in its sole discretion (each a **Conversion Date**) (each date of such notice, a **Conversion Notice Date**). (b) a Conversion Notice must specify: (i) which First Convertible Note being converted, and the amount of the Face Value (**Conversion Amount**); (ii) whether the Conversion Amount will be constituted in whole or in part by a reduction in the Collateral Shares which are required to be issued to an Investor under each Agreement and, if so, advise the reduction in the Collateral Shares which will be applied to satisfy some or all of the Conversion Amount (**Conversion Collateral Capitalisation Election**); and (iii) the Conversion Price; (c) upon receipt of a Conversion Notice, the Company must effect the Conversion by: (i) subject to paragraph (ii) below), issuing Shares to the Investor (**Conversion Shares**); and (ii) where a Conversion Collateral Capitalisation Election has been made: (A) agreeing to a conversion of the relevant Convertible Security by way of a reduction in the Collateral Share number in accordance with the Conversion Collateral Capitalisation Election; and (B) the number of Conversion Shares required to be issued will be reduced by that same number as the reduction in the Collateral Share Number;

	(d) the number of Conversion Shares that the Company must issue in a Conversion will be determined by dividing the A$ amount of the Conversion Amount by the Conversion Price; and (e) where a Conversion Collateral Capitalisation Election has been made, the Collateral Share number will be reduced accordingly.
Conversion Price	$0.30 (subject to a different conversion price being potentially applicable in the event that a Conversion occurs pursuant to the "Company repayment rights" section below)
Cash substitution formula	If an issue of Shares to an Investor in accordance with the terms of an Agreement would result in the Investor acquiring a relevant interest in the Shares which would cause the Investor's (and its associates') voting power in the Company (and its associates) to exceed 19.99%, then without limiting any of an Investor's other rights under the Agreement, an Investor or the Company may by written notice to the other party require the Company to pay a cash amount to the Investor, within 5 business days, equal to Z multiplied by $C in lieu of the issue of Shares, where: • Z = the number of new Shares which, if issued to the Investor, would cause the Investor's relevant interest in the Company to exceed 19.99%; and • $C = the VWAP per Share on the date the Investor's Shares were to be issued.
Redemption	Subject to certain redemption restrictions set out in the Agreement, an Investor may, at any time to the extent that there is an amount outstanding in respect of a First Convertible Note held by the Investor, require the Company by notice (**Redemption Notice**) to redeem some of the Face Value (**Redemption Face Value Amount**) at a redemption rate of 102.5% of the Redemption Face Value (**Redemption Amount**). The Company must pay the Investor the Redemption Amount on or before 2 business days after receiving the Redemption Notice by either: • paying the Redemption Amount in immediately available funds; or • issuing Shares to the Investor with the number of Shares to be issued being the Redemption Amount divided by the Equity Redemption Price (defined below).
Equity Redemption Price	The price per Share equal to 92% of the lowest daily VWAP during the 10 trading days immediately prior to the date of the Redemption Notice.
Repayment upon maturity	The amount outstanding in cash (being the face value less the amount of Shares issued on conversion)
Company repayment rights	In its sole discretion, the Company may repay the outstanding balance of a First Convertible Note (being the amount outstanding in respect of a First Convertible Note) and repay any other amount outstanding to an Investor at any time. In the event of the Company electing to exercise its right to repay amounts owing to an Investor under an Agreement, it must issue the Investor with a repayment notice for a First Convertible Note (**Repayment Notice**). A Repayment Notice must exclude that part of the amount outstanding for a First Convertible Note in respect of which, as of the time the Company gives an

	Investor a Repayment Notice, the Investor has already given a Conversion Notice or Redemption Notice to the Company (the **Excluded Amount**). Within five business days of receiving a Repayment Notice, an Investor may give a Conversion Notice for up to the outstanding Face Value of its First Convertible Note (**Repayment Conversion Notice**, **Repayment Conversion Amount**) at the lower of the Conversion Price and the Equity Redemption Price. Upon issuing a Repayment Notice to an Investor, the Company irrevocably and unconditionally agrees to, within five business days of receiving a Repayment Conversion Notice, or if no Repayment Conversion Notice is received then within ten business days of issuing the Repayment Notice: (i) repay the First Convertible Note and repay any other amount outstanding under an Agreement, for 102.5% of the aggregate amount outstanding (excluding the Repayment Conversion Amount and any Excluded Converted Amount) (**Payout Amount**); and (ii) pay the Payout Amount to the Investor in immediately available funds.
Transferability	The First Convertible Notes are not assignable.
Events of Default	Any of the following will constitute an event of default for the purposes of each Agreement: • any of the representations, warranties, or covenants made by the Company or any of its agents, officers, directors, employees or representatives in any document entered into in connection with an Agreement, materials or public filing are inaccurate, false or misleading in any material respect, as of the date as of which it is made or deemed to be made, or any certificate or financial or other written statements furnished by or on behalf of the Company to an Investor, any of its representatives, or the Company's shareholders, is inaccurate, false or misleading, in any material respect, as of the date as of which it is made or deemed to be made, or on any 'closing date', 'conversion date', (being the date on which the Investor specifies to convert a First Convertible Note) or date of issuance of any Shares to an Investor under an Agreement; • the Company or any Australian subsidiary of the Company suffers or incurs an insolvency event; • the Company or any of its Australian subsidiaries ceases, suspends, or threatens to cease or suspend, the conduct of all or a substantial part of its business, or disposes of, or threatens to dispose of, a substantial part of its assets; • the Company or any of its Australian subsidiaries takes action to reduce its capital or pass a resolution referred to in section 254N(1) of the Corporations Act without an Investor's prior written consent; • the Company does not comply with its obligation to lodge cleansing statements at the time Shares are issued on conversion of a First Convertible Note or Replacement Convertible Note; • any Investor's Shares are not issued within timeframes required by an Agreement or not quoted or not able to be freely traded on ASX (as appropriate) within three business days following the date of their issue; • any of the conditions precedent to closing under the Agreement or for the

	issue of Shares on conversion of the First Convertible Note or Replacement Convertible Note (as the case may be) have not have been fulfilled in a timely manner or the time prescribed; • a stop order, suspension of trading, cessation of quotation, or removal of the Shares from ASX has been requested by the Company or imposed by ASIC, ASX or any other governmental authority or regulatory body with respect to public trading in the Shares on ASX, except for a suspension of trading not exceeding fifteen trading days in any twelve month period or as agreed to by an Investor; • a document entered into in connection with the transactions contemplated by an Agreement has become, or is claimed (other than in a vexatious or frivolous proceeding) by any person that is not the Investor or its affiliate to be, wholly or partly void, voidable or unenforceable; • except as disclosed to ASX prior to the date of each Agreement and only where it would result in a material adverse effect on the assets, liabilities, results of operations, condition (financial or otherwise), business or prospects of the Company and its subsidiaries taken as a whole (**Material Adverse Effect**), any person has commenced any action, claim, proceeding, suit, investigation, or action against any other person or otherwise asserted any claim before any governmental authority, which seeks to restrain, challenge, deny, enjoin, limit, modify, delay, or dispute, the right of an Investor or the Company to enter into any transaction documents contemplated by each Agreement or undertake any of the contemplated transactions (other than a vexatious or frivolous proceeding or claim); • any event, condition or development occurs or arises which has or would be likely to have a Material Adverse Effect; • any consent, permit, approval, registration or waiver necessary for the consummation of the transactions contemplated by an Agreement that remains to be consummated at the applicable time, has not been issued or received, or does not remain in full force and effect; • the transactions to be undertaken at a closing, an issue of Tranche Shares or a Conversion would result in the Company breaching ASX Listing Rule 7.1; • the Investor has not received all those items required to be delivered to it in connection with the issue of Tranche Shares, conversion of the First Convertible Note or a Replacement Convertible Note (as the case may be) or a closing of a transaction contemplated by the Agreement, each in accordance with the Agreement; • the Company fails to perform, comply with, or observe, any other term, covenant, undertaking, obligation or agreement under any transaction document entered into by it in connection with the Agreement; • a default judgment of an amount of AU$250,000 or greater is entered against the Company or any of its Australian subsidiaries; • the Company and/or any of its Australian subsidiaries defaults in relation to any payment obligation under any financial accommodation, including any loan, advance, debenture or other form of financing entered into with a third party (taking into account any applicable grace period agreed by the relevant third party) for an amount in excess of AU$250,000; • any present or future liabilities, including contingent liabilities, of the Company

	or any of its Australian subsidiaries for an amount or amounts totalling more than AU$250,000 have not been satisfied on time or have become prematurely payable; • the Company does not, within 75 days of the date of Closing, obtain shareholder approval to the issue of the Replacement Convertible Notes to the Investors; or • the Company is in default (however described) of the Security Documents; • the Company is in default (however described) of the Agreement entered into with the other Investor; • any other matter which is referred to as an Event of Default under the Agreement (if any); • the Company does not issue additional Collateral Shares to an Investor in compliance with the requirements of an Agreement; or • the Company breaches clause 11.22 of the Agreement, being its undertaking, representation and warrants to the Investor in respect of the finance facilities entered into between the Company and GEM Global Yield Fund LLC SCS.

Rights and liabilities attaching to Shares that will be issued on conversion of the First Convertible Notes

Each Share issued to an Investor upon conversion of a First Convertible Note will be issued as a fully paid ordinary share in the capital of the Company and will rank equally with existing Shares on issue in the Company in all respects with effect from the date of issue of such Shares.

Annexure B – Material terms of unlisted Options

Each Option will grant the holder of that Option the right but not the obligation to be issued by the Company one Share on payment of the Exercise Price (subject to any adjustment under the Agreement). Each Option will be exercisable prior to the Expiry Date.

Without limiting the generality of, and subject to, the other provisions of each Agreement, an Option holder may exercise any of its Options at any time prior to the Expiry Date, by delivery of:

(a) a copy, whether facsimile or otherwise, of a duly executed exercise notice (**Exercise Notice**), to the Company and the Company's share registry;

(b) payment of an amount equal to the Exercise Price multiplied by the number of Options being exercised.

As soon as reasonably practicable, but in any event no later than three business days after receipt of a duly completed Exercise Notice and the payment of the relevant Exercise Price, the Company must cause its share registrar to:

(a) issue and electronically deliver the Shares in respect of which the Options are so exercised by the Option holder; and

(b) provide to the Option holder holding statements evidencing that such Shares have been recorded on the Share register.

Treatment in the event of a bonus issue

Subject to any restrictions contained in the ASX Listing Rules, if prior to an exercise of an Option, but after the issue of the Option, the Company makes an issue of Shares by way of capitalisation of profits or out of its reserves (other than pursuant to a dividend reinvestment plan), pursuant to an offer of such Shares to at least all the holders of Shares resident in Australia, then on exercise of the Option, the number of Shares over which an Option is exercisable will be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the date on which entitlements to the issue were calculated.

Treatment in the event of a rights issue

If prior to an exercise of an Option, but after the issue of the Option, any offer or invitation is made by the Company to at least all the holders of Shares resident in Australia for the subscription for cash with respect to Shares, options or other securities of the Company on a pro rata basis relative to those holders' shareholding at the time of the offer, the Exercise Price will be reduced as specified in the ASX Listing Rules in relation to pro-rata issues (except bonus issues).

Treatment in the event of a reconstruction of the Company's capital

In the event of a consolidation, subdivision or similar reconstruction of the issued capital of the Company, and subject to such changes as are necessary to comply with the ASX Listing Rules applying to a reconstruction of capital at the time of the reconstruction:

(a) the number of the Shares to which each Option holder is entitled on exercise of the outstanding Options will be reduced or increased in the same proportion as, and the nature of the Shares will be modified to the same extent that, the issued capital of the Company is consolidated, subdivided or reconstructed (subject to the same provisions with respect to rounding of entitlements as sanctioned by the meeting of shareholders approving the consolidation, subdivision or reconstruction); and

(b) an appropriate adjustment will be made to the Exercise Price of the outstanding Options, with the intent that the total amount payable on exercise of the Options will not alter.

Rights prior to exercise of an Option

Prior to its exercise, an Option does not confer a right on the Option holder to participate in a new issue of securities by the Company.

Redemption of Options

The Options will not be redeemable by the Company.

Assignability and transferability of Options

The Options will be freely assignable and transferable, subject to the provisions of Chapter 6D of the Corporations Act and the applicable Law.

Annexure C – Material terms of Collateral Shares

Each Investor may sell, assign, mortgage or otherwise deal with the Collateral Shares at its discretion. Notwithstanding how the Investor chooses to deal with the Collateral Shares during the term of the Agreement, each Investor will be deemed to hold the 9,650,000 Collateral Shares, less the amount collateralised (in accordance with the process described below), at the expiry of the term of the Agreement.

If at any time the number of Collateral Shares held by an Investor (**Collateral Shareholding Number**) is less than 7,500,000 Shares, that Investor may give the Company written notice requesting that the Company issue additional Shares to the Investor as Collateral Shares (**Additional Collateral Shares**), so that following the issue, the Collateral Shareholding Number of an Investor is at least 7,500,000 (**Top-up Notice**), provided that the Company must not issue an aggregate number of Additional Collateral Shares exceeding 10,000,000 Shares without first obtaining the approval of its shareholders to do so.

During the term of each Agreement, an Investor may elect to reduce its Collateral Shareholding Number by advancing in cleared funds to the Company an amount equal to the number of Collateral Shares it seeks to reduce multiplied by the price per Collateral Share equal to the lower of:

(a) 90% of the average of the 5 lowest daily VWAP's per Share as traded on ASX in the 20 consecutive trading days immediately prior to the date of collateralisation, as selected at the Investor's discretion; and

(b) 130% of the 20 day VWAPs per Share as traded on ASX in the 20 trading days immediately prior to Closing,

(**Collateralisation Price**).

Annexure D – Material terms of New Notes pursuant to Resolution 23 (Notes)

Term	The Notes mature 12 months from the date of issue of the Notes to the relevant holders of those Notes (each a **Holder**), except that the Holder can elect, by prior written notice to the Company to be repaid from 1 December 2020 (**Maturity Date**).
Face Value	A$1.00 per Note (**Face Value**).
Amount payable to acquire each Note	A$0.90 per Note (subject to the deduction of interest, as noted below).
Interest	Each Note incurs interest at 9% of the Face Value (being A$0.09), which interest: 1. accrues on the date when the Note is issued; and 2. is deemed to have been paid in full by way of set-off, as a deduction from the subscription price for the Note.
Security	Each Note is unsecured.
Unquoted	The Notes will not be quoted on the ASX.
Conversion Price	The **Conversion Price** is A$0.10 per Share.
Conversion	Each Holder may elect to convert all or some of the Notes into such number of Shares as is determined by dividing the sum of the Face Value remaining for those Notes by the Conversion Price at any time on or prior to the Maturity Date. If the Company receives from a Holder a notice to convert Notes into Shares, the Company has the right of first refusal (in the Company's sole discretion) to, instead of issuing Shares, pay in cash the Market Value of the conversion Shares the subject of the notice (in which case such Notes will not be converted into Shares and will be automatically cancelled upon payment of such cash and may not be reissued) (**Right of First Refusal**). **Market Value** means the Volume Weighted Average Market Price (as defined in the ASX Listing Rules) per Share of Shares for the period of five trading days immediately before the date on which the Company receives a notice from a Holder to convert Notes into Shares (or such alternate amount as the Company and the Holder may agree in writing). Unless converted or already repaid, each Note entitles the Holder to be repaid in cash by the Company as described in the "Redemption" section below. Each conversion notice from the Holder must elect to convert: 1. at least 10,000 Notes (but no more than 500,000 Notes); or

	2. all the Notes outstanding, as at the date of the conversion notice. If a Note is converted into Shares then such Note will be automatically cancelled and may not be re-issued. If at any time prior to the Maturity Date, a Change of Control Event occurs, the Company may elect to convert all the Notes then outstanding into such number of Shares as is determined by dividing the sum of the Face Value remaining for those Notes by the Conversion Price. **Change of Control Event** means, in respect of the Company: 1. a court approval of a merger by way of scheme of arrangement (but shall not include a merger by way of scheme of arrangement for the purposes of a corporate restructure (including change of domicile, consolidation, sub-division, reduction or return of the issued capital of the Company)); or 2. a takeover bid (as defined in the Corporations Act, **Takeover Bid**): (a) is announced; (b) has become unconditional; and (c) the person making the Takeover Bid has a relevant interest (as defined in the Corporations Act) in 50% or more of the Shares.
Procedure to prevent conversion from breaching Australian takeovers laws	If the Holder notifies the Company or the Company determines (acting reasonably) that a conversion of Notes would result in the Holder (or any other person or entity) being in contravention of section 606(1) of the Corporations Act then, if the Company declines to exercise its Right of First Refusal, in respect of that number of Notes the conversion of which would result in the Holder (or any other person or entity) being in contravention of section 606(1) of the Corporations Act: 1. the conversion shall be deferred until such time or times thereafter that the conversion would not result in a contravention of section 606(1) of the Corporations Act; and 2. if no other Item in section 611 of the Corporations Act is applicable, the Company will as soon as reasonably practicable convene a meeting of Shareholders to seek approval for the purpose of, and in accordance with, Item 7 of section 611 of the Corporations Act, for the issue of the Shares to be issued pursuant to the conversion. If Shareholder approval for the conversion is not obtained at the meeting of Shareholders convened by the Company then the Company will, within 90 days of the meeting of Shareholders, pay to the Holder an amount equal to the aggregate remaining Face Value of the Notes the conversion of which would result in the Holder (or any other person or entity) being in contravention of section 606(1) of the Corporations Act and upon such payment such Notes will be cancelled.

Redemption	Each Note, unless converted into Shares in accordance with the conversion process above or already repaid, entitles the Holder to be paid by the Company (in cash) the Face Value remaining for that Note on the fifth business day after the Termination Date. If a Note is repaid by the Company in cash in this way, then such Note will be automatically cancelled and may not be re-issued. **Termination Date** means the earlier to occur of: 1. the Maturity Date; and 2. the date that is 20 business days following receipt by the Company of a notice from the Holder following the occurrence of an Event of Default (as summarised below), by which the Holder declares all of the Notes then outstanding due and payable and demands the payment of the remaining Face Value for each Note.
Transferability	The Notes cannot be sold, assigned or transferred (other than, subject to the Corporations Act, the Company's constitution and the ASX Listing Rules, as applicable, to a related body corporate of the Holder or with the Company's prior written agreement, which must not be unreasonably withheld or delayed, to a person satisfying the requirements of sections 708(8), (10) or (11) of the Corporations Act).
Bonus Issues and Reconstruction	If at any time after the issue of the Notes but before the earlier of the Notes being: 1. converted into Shares; or 2. repaid by the Company, the Company: 3. makes a Bonus Issue and issues to the holders of Shares any Bonus Securities, then subject to the Corporations Act, the Company's constitution and the ASX Listing Rules, as applicable, the Company must issue to the Holder Bonus Securities of the number which the Holder would have been entitled to receive, by way of participation in the issue of Bonus Securities, if it had converted the Notes then on issue into Shares: (a) immediately before the issue of Bonus Securities; or (b) if before the conversion there has been more than one issue of Bonus Securities, immediately before the first issue of Bonus Securities, and had retained all the Shares issued on conversion together with all the Bonus Securities which would have been issued to it under this clause following the first issue; or 4. conducts a reconstruction (including, consolidation, subdivision, reduction or return) of the issued capital of the Company, then subject to the Corporations Act, the Company's constitution and the ASX Listing Rules, as applicable, the basis for conversion of the Notes into Shares will be reconstructed (as determined by the Company) in the same proportion as the issued capital of the Company is reconstructed and in a manner which will not result in any additional benefits being conferred on the Holder which are not conferred on the Shareholders of the Company, (subject to the same provisions with respect to rounding of entitlements as are sanctioned by the meeting of

	Shareholders approving the reconstruction of capital) but in all other respects the terms for conversion of those Notes will remain unchanged. Fractional entitlements are disregarded for the purposes of the above (except to the extent specified in paragraph 4 immediately above). **Bonus Issue** has the meaning given to that term in the Listing Rules. **Bonus Securities** means securities issued by the Company under a Bonus Issue.
Issue of Options	For each Note, the Holder will be issued with 7.5 options (being the Attaching Options the subject of Resolution 23 in this Notice) (provided that if the resultant number contains a fraction, such number shall be rounded down to the next lowest whole number of Options), subject to the Company having received its shareholders' prior approval for the purposes of Listing Rule 7.1 (and any other applicable Listing Rule) for the issue of the options to the Holder (which approval is being sought under Resolution 23) and subject also to compliance with the Corporations Act, the Constitution and the Listing Rules.
Events of Default	1. The occurrence, without the prior written consent of the Holder, of any of the following events is deemed an **Event of Default**: (i) Non-payment (A) The Company does not pay on the due date any amount payable by it pursuant to the terms of the Notes at the place and in the currency in which it is expressed to be payable unless: (1) its failure to pay is caused by administrative or technical error; and (2) payment is made within five business days of its due date. (ii) Other obligations (A) Subject to Event of Default 1(ii)(B), the Company does not comply with any term of the Notes (other than those referred to in Event of Default 1(i) (*Non-payment*). (B) No Event of Default under Event of Default 1(ii)(A) will occur if the failure to comply is capable of remedy and is remedied within 20 business days of the earlier of the Holder giving notice to the Company and the Company becoming aware of the failure to comply. (iii) Misrepresentation (A) Subject to Event of Default 1(iii)(B), any representation or statement made or deemed to be made by the Company in the Note terms is or proves to have been incorrect or misleading in any material respect when made or deemed to be made. (B) No Event of Default under Event of Default 1(iii)(A) will occur if the circumstances giving rise to the misrepresentation are capable of remedy and are remedied within 20 business days of the earlier of the Holder giving notice to the Company and the Company becoming aware of the misrepresentation. (iv) Cross default

	(A) Subject to Event of Default 1(iv)(B): (1) any financial indebtedness of any member of the Group is not paid when due nor within any originally applicable grace period; (2) any financial indebtedness of any member of the Group is declared to be, or otherwise becomes, due and payable prior to its specified maturity as a result of an event of default or review event (however described); (3) any commitment for any financial indebtedness of any member of the Group is cancelled or suspended by a creditor of any member of the Group as a result of an event of default or review event (however described); or (4) any creditor of any member of the Group becomes entitled to declare any financial indebtedness of any member of the Group due and payable prior to its specified maturity as a result of an event of default or review event (however described). (B) No Event of Default will occur under Event of Default 1(iv)(A) if the aggregate amount of financial indebtedness or commitment for financial indebtedness falling within Events of Default 1(iv)(A)(1) to 1(iv)(A)(4) is less than A$500,000 (or its equivalent in any other currency or currencies). (v) Insolvency (A) A member of the Group: (1) is or is presumed or deemed to be unable or admits inability to pay its debts as they fall due; (2) suspends making payments on any of its debts; or (3) is "deregistered" (as defined in the Corporations Act). (B) A moratorium is declared in respect of any indebtedness of any member of the Group. (vi) Insolvency proceedings (A) Any corporate action, legal proceedings or other procedure or step is taken in relation to: (1) the suspension of payments, a moratorium of any indebtedness, winding up, dissolution or external administration or reorganisation (other than a solvent reorganisation) of any member of the Group except an application made to a court for the purpose of winding up such a person which is disputed by the Company acting diligently and in good faith and dismissed within 20 business days; (2) a composition, compromise, assignment or arrangement (other than a solvent arrangement) with any creditor of any member of the Group; (3) the appointment of a liquidator, receiver, administrative receiver, administrator, compulsory manager or other similar officer in respect of any member of the Group or any of its assets except an application made to a court for the purpose of appointing such a

	person which is disputed by the Company acting diligently and in good faith and dismissed within 20 business days; or (4) enforcement of any Security over any assets of any member of the Group. (vii) Creditors' process (A) Any expropriation, attachment, sequestration, distress or execution affects any asset or assets of a member of the Group having an aggregate value greater than A$500,000 (or its equivalent in any other currency or currencies) and is not discharged within 20 business days. (viii) Unlawfulness (A) It is or becomes unlawful for the Company to perform any of its obligations under the Note terms. (ix) Repudiation (A) The Company repudiates the Note terms or evidences an intention to repudiate the Note terms. (x) Vitiation of the Note terms (A) A provision of the Note terms is or becomes wholly or partly invalid, void, voidable or unenforceable in any material respect. 2. On the occurrence of an Event of Default, the Holder may by written notice to the Company declare all of the Notes then outstanding due and payable and demand the payment of the Face Value then outstanding for each Note. 3. Upon receipt of a declaration under item 2 (immediately above), the sum of the then outstanding Face Value for the Notes shall become due and payable by the Company to the Holder on the date that is 20 business days following receipt of such declaration and the Company must pay such amount to the Holder within this timeframe. **Group** means the Company and its related bodies corporate (as defined in the Corporations Act) and **member of the Group** means any of them. **Security** means a mortgage, charge, pledge, lien or other security interest securing any obligation of any person or any other agreement or arrangement having a similar effect, including any "security interest" as defined in sections 12(1) or (2) of the *Personal Property Securities Act 2009* (Cth).
Covenants, warranties and representations by the Company	The Company will also give certain customary covenants, representations and warranties to the Holder.

Rights and liabilities attaching to Shares that will be issued on conversion of the Notes

Each Share issued upon conversion of a Note will be issued as a fully paid ordinary share in the capital of the Company and will rank equally with existing Shares on issue in the Company in all respects with effect from the date of issue of such Shares.

Annexure E – Material terms of unlisted options pursuant to Resolution 23

Term	Detail
Exercise Price	The exercise price for the Options will be $0.10 per Option**.**
Entitlement on exercise	Each Option entitles the holder to subscribe for one Share (**New Share**).
Expiry Date	Each Option will expire 24 months after it is issued.
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.
Conversion	Exercise of an Option is subject to the Corporations Act, the Listing Rules and the Constitution and any approvals of Shareholders required under those laws and the Constitution.
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 accompanied by the full payment of the Exercise Price.
Ranking	New Shares issued on exercise of the Options will rank equally with all existing Shares.
Quotation	The Company may seek to obtain quotation of the Options.
Transferability	The Options will be transferable (subject to compliance with all applicable laws and the ASX Listing Rules).
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 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 20 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 ordinary shares	If there is a bonus issue to Shareholders, the number of ordinary Shares over which an Option is exercisable may be increased by the number of Shares which the holder of the Option would have received if the Option had been exercised before the record date for the bonus issue.
Alteration of Option Terms	The Exercise Price and the one-for-one exercise ratio are fixed for the life of the Options subject to reconstruction under these Option Terms, the Listing Rules and the Corporations Act.