

ASX: 9SP

ASX Release

28 August 2017

Notice of Annual Meeting of Shareholders

9 Spokes International Limited (ARBN 610 518 075) (ASX: 9SP) (**9 Spokes** or **Company**) gives Notice of its 2017 Annual Meeting to be held in Auckland on Tuesday, 12 September 2017 at 12 pm (NZT), (10 am (AEST)).

The Notice of Meeting is attached, together with a copy of the shareholder proxy form.

Yours faithfully,



Neil Hopkins
Chief Financial Officer/Company Secretary

About 9 Spokes

The 9 Spokes smart dashboard enables SMEs to connect their software to one dynamic interface - giving them a clear overview of their business. It allows management and advisors to access data and new metrics across key areas, from any device at any time. With these insights, it's easier to make the big decisions to either manage or grow a business.

Businesses can integrate their supported software into the dashboard as well as choose from a selection of recommended and accredited apps to suit their industry.

The smart dashboard from 9 Spokes is available as a direct model to small businesses and as a white labelled platform that Channel Partners can offer to their SME customer base.

Find out more at www.9spokes.com

Dear Shareholder,

On behalf of 9 Spokes International Limited (ARBN 610 518 075) (ASX: 9SP) (**9 Spokes or Company**), I invite you to attend our 2017 Annual Meeting of Shareholders (**Meeting**) at 12 pm (NZT) (10 am (AEST)) on Tuesday, 12 September 2017.

The Meeting will be held at Level 4, AECOM House, 8 Mahuhu Crescent, Auckland. At the Meeting we will undertake the business outlined on pages 2 to 3 of this Notice of Meeting, which involves considering the re-election of one Director, the rotation and re-election of one Director, permitting the Company to set the fees for its auditor and approving the issue of Options to Paul Reynolds, Wendy Webb and Thomas Power, each a Non-Executive Director.

If you do not plan on attending the Meeting you are encouraged to cast a postal vote or appoint a proxy to attend and vote on your behalf by lodging your proxy appointment. Details regarding how you can submit your postal vote or proxy appointment can be found on page 9 of this Notice of Meeting.

Instructions on how to appoint a proxy or cast a postal vote are detailed in the enclosed voting / proxy form. Proxies need to be received no later than 12 pm (NZT) on Sunday, 10 September 2017 to be valid for the Meeting. Details are provided on the voting / proxy form on page 12 of this Notice of Meeting.

Finally, please do let us know of any questions you may have before the Meeting. Details of how to lodge those questions prior to the Meeting are on page 10 of this Notice of Meeting.

We look forward to seeing you at the Meeting.

Yours faithfully,

A handwritten signature in blue ink that reads 'Paul Reynolds'.

Paul Reynolds
Chairman

Notice is hereby given to all Shareholders that the 2017 Annual Meeting of Shareholders of 9 Spokes International Limited (ARBN 610 518 075) (ASX: 9SP) (**9 Spokes** or **Company**) will be held on Tuesday, 12 September 2017 at Level 4, AECOM House, 8 Mahuhu Crescent, Auckland and will commence at 12 pm (NZT) (10 am (AEST)).

An Explanatory Memorandum has been prepared to assist Shareholders to determine how to vote on the Resolutions set out in this Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

Ordinary Business

Annual Report

To table and consider the Company's Annual Report which includes the Financial Statements, Directors' Report and the Auditor's Report for the financial year ended 31 March 2017.

Note: The Financial Statements, Directors' Report and Auditor's Report for the financial year ended 31 March 2017 will be laid before the Meeting. However, there is no requirement for the Shareholders to approve those reports. Shareholders will be given an opportunity to ask the Directors and the Company's auditor questions on those reports at the Meeting.

Resolution 1 – Fees of Auditor

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

"That the Directors of the Company be authorised to fix the fees of the auditor."

Resolution 2 – Re-election of Adrian Grant as a Director of the Company

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

"That Adrian Grant, in accordance with clause 12.4(b) of the Company's constitution, be re-elected as a Director of the Company."

Resolution 3 – Rotation and re-election of Thomas Power as a Director of the Company

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

"That Thomas Power, who retires by rotation in accordance with clause 12.5 of the Company's constitution, be re-elected as a Director of the Company."

Special Business

Resolution 4 – Issue of Options to Paul Reynolds

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to allot and issue to Paul Reynolds or his nominee, up to 667,013 Options under the Employee Share Option Plan and on the terms and conditions as described in the Explanatory Memorandum."

Resolution 5 – Issue of Options to Wendy Webb

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to allot and issue to Wendy Webb or her nominee, up to 570,113 Options under the Employee Share Option Plan and on the terms and conditions as described in the Explanatory Memorandum."

Resolution 6 – Issue of Options to Thomas Power

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to allot and issue to Thomas Power or his nominee, up to 476,400 Options under the Employee Share Option Plan and on the terms and conditions as described in the Explanatory Memorandum."

Voting Exclusion Statements

The Company will disregard any votes cast on the resolutions below by:

Resolution 4	Paul Reynolds and an associate of that person.
Resolution 5	Wendy Webb and an associate of that person.
Resolution 6	Thomas Power and an associate of that person.

However, the Company need not disregard a vote if:

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

Explanatory Memorandum for the Resolutions

Resolution 1

1. PwC New Zealand is the existing auditor of the Company and has indicated its willingness to continue in office. Under section 207T of the Companies Act, PwC New Zealand is automatically reappointed at this Meeting as auditor of the Company. Resolution 1 authorises the Directors to fix the auditor's remuneration for the following year for the purposes of section 207S of the Companies Act.
2. The Board unanimously recommends that Shareholders vote in favour of this Resolution 1.

Resolution 2

3. As announced to the ASX on Monday, 21 August 2017, the Company appointed Adrian Grant as an addition to the existing Directors. Resolution 2 seeks approval for the re-election of Adrian Grant. Clause 12.4(a) of the Company's constitution provides that the Directors may appoint any person as a Director to fill a casual vacancy or as an addition to the existing Directors, provided the number of Directors does not exceed 10. Clause 12.4(b) of the Company's constitution provides that any person appointed as a Director pursuant to clause 12.4(a) will hold office until the next annual meeting of the Company, at which time the Director may be re-elected but he or she will not be taken into account in determining the number of Directors who must retire by rotation at that meeting in accordance with clause 12.5(a).

4. In accordance with the above, Adrian Grant retires at the Meeting and, being eligible, offers himself for re-election as a Director.
5. Since the inception of 9 Spokes, Adrian has been actively involved in its strategic development and from 1 January 2017 joined the executive team full time as Head of Strategic Relationships.
6. Adrian's previous corporate experience includes roles at Microsoft UK and at Unisys (in both the United Kingdom and New Zealand). Most recently, Adrian was Chief Executive Officer of New Zealand company, Umbrellar Limited. All of these roles have laid the foundation for Adrian's move into the technology sector as an entrepreneur.
7. The Board (except Adrian Grant) unanimously recommends that Shareholders vote in favour of this Resolution 2.

Resolution 3

8. Resolution 3 seeks the re-election of the Director who is retiring by rotation. Pursuant to clause 12.5 of the Company's constitution, at every annual meeting one third of the Directors (or, if their number is not a multiple of three, then the number nearest to but not more than one third) must retire. However, those retiring Directors are eligible for re-election at the meeting. Mark Estall, being in the position of Chief Executive Officer, is not subject to, and is not to be taken into account in determining, the retirement by rotation of Directors.
9. In accordance with the above, Thomas Power, being the Director eligible for retirement by rotation who has been longest in office, retires by rotation and, being eligible, offers himself for re-election as a Director.
10. Thomas joined the Board in October 2014. As an entrepreneur, business advisor and professional speaker on technical and internet technologies, Thomas provides a social media and marketing focus at the Board level.
11. Thomas has served as an advisor to numerous senior executives and has served as a non-executive director on several boards.
12. The Board (except Thomas Power) unanimously recommends that Shareholders vote in favour of this Resolution 3.

Resolutions 4, 5 and 6

13. Resolution 4 seeks approval from Shareholders for the Company to issue 667,013 unquoted Options to Director, Paul Reynolds (or his nominee) under the Company's Employee Share Option Plan and on the terms set out below. Paul Reynolds is the non-executive Chairman of the Board.

14. Resolution 5 seeks approval from Shareholders for the Company to issue 570,113 unquoted Options to Director, Wendy Webb (or her nominee) under the Company's Employee Share Option Plan and on the terms set out below. Wendy Webb is an independent Director.
15. Resolution 6 seeks approval from Shareholders for the Company to issue 476,400 unquoted Options to Director, Thomas Power (or his nominee) under the Company's Employee Share Option Plan and on the terms set out below. Thomas Power is a non-executive Director.
16. ASX Listing Rule 10.14 requires the grant of Options referred to in paragraphs 13 to 15 above be approved by Shareholders.

Purpose of the Issue

17. The purpose of the proposed grant of Options referred to in paragraphs 13 to 15 above is to provide each of the Non-Executive Directors with an additional non cash incentive in carrying out their duties. As the Company is in a stage of significant and rapid growth, the Board includes Non-Executive Directors who have the skills, knowledge and experience relevant for the Company's business operations. This in turn provides the Company with an opportunity to leverage the collective acumen of the Board so that it can further develop and grow its business. In the performance of their duties each Non-Executive Director has accepted fees below their normal market rates and each Director does not wish to take further cash from the business. The Board is of the view that incentivising each Non-Executive Director with the issue of Options, with the target price for the vesting of those Options set at a substantial premium to the current share price, is a prudent means of conserving the Company's cash reserves, believes that the issue of the Options will allow the Company to attract and retain highly experienced and qualified Directors, and that it aligns the interests of Directors and Shareholders.
18. The Company anticipates that the Non-Executive Directors (currently, Paul Reynolds, Wendy Webb and Thomas Power) will participate in the Employee Share Option Plan on a two-yearly basis.
19. The number of Options selected to be issued to each Director has been determined based on factors such as the contractual fees payable to the relevant Non-Executive Director, the fact that the Non-Executive Directors will participate in the Employee Share Option Plan every 2 years and company performance.

Terms of the Options

20. Subject to the approval by Shareholders, the terms of the Options referred to in paragraphs 13 to 15 above will be as follows:

- (a) Paul Reynolds (or his nominee) will be issued 667,013 unquoted Options for nil consideration pursuant to the Company's Employee Share Option Plan. All Options will vest on the price of the quoted Shares reaching A\$0.30 (calculated on a 10 trading day VWAP) and will expire 5 years from the date of issue, each with an exercise price of A\$0.225;
- (b) Wendy Webb (or her nominee) will be issued 570,113 unquoted Options for nil consideration pursuant to the Company's Employee Share Option Plan. All Options will vest on the price of the quoted Shares reaching A\$0.30 (calculated on a 10 trading day VWAP) and will expire 5 years from the date of issue, each with an exercise price of A\$0.225;
- (c) Thomas Power (or his nominee) will be issued 476,400 unquoted Options for nil consideration pursuant to the Company's Employee Share Option Plan. All Options will vest on the price of the quoted Shares reaching A\$0.30 (calculated on a 10 trading day VWAP) and will expire 5 years from the date of issue, each with an exercise price of A\$0.225;

ASX Listing Rule 10.14

21. As noted above, ASX Listing Rule 10.14 requires approval from Shareholders be obtained for the issue of the Options referred to in paragraphs 13 to 15 above. If approval from Shareholders is obtained in accordance with ASX Listing Rule 10.14, exception 14 to ASX Listing Rule 7.2 will apply so that approval is not required under ASX Listing Rule 7.1, noting that the issue of the Options (which are equity securities for the purposes of ASX Listing Rule 7.1) would not have, in any event, used up any of the Company's 15% Placement Capacity, as the Employee Share Option Plan which the Options are being issued under was approved by Shareholders at the Company's 2016 annual meeting, in which case exception 9(b) to ASX Listing Rule 7.1 also applies.

Information required by ASX Listing Rule 10.15

22. The following information is provided in accordance with ASX Listing Rule 10.15:
- (a) the Options referred to in paragraphs 13 to 15 above will each be issued to a Director (or their nominee);
 - (b) the maximum number of Options issued to the Directors under Resolutions 4, 5 and 6 is 1,713,526, which is made up as follows:
 - i. pursuant to Resolution 4, the maximum number of Options that may be issued to Paul Reynolds (or his nominee) is 667,013;

- ii. pursuant to Resolution 5, the maximum number of Options that may be issued to Wendy Webb (or her nominee) is 570,113;
 - iii. pursuant to Resolution 6, the maximum number of Options that may be issued to Thomas Power (or his nominee) is 476,400;
- (c) the price payable on the issue of each Option is nil and the price payable on the exercise of each Option is A\$0.225;
- (d) no persons referred to in ASX Listing Rule 10.14 have received securities under the Employee Share Option Plan;
- (e) all Directors (being persons referred to in ASX Listing Rule 10.14) are entitled to participate in the Employee Share Option Plan subject to approval by Shareholders;
- (f) voting exclusion statements are included on page 4 of this Notice;
- (g) there are no loans proposed in relation to the issue of Options to each Director; and
- (h) the Options will be issued as soon as practicable following the date of this Meeting (subject to approval by Shareholders) and will, in any event, be issued no later than 12 months from the date of this Meeting (or such later date as permitted by the ASX).

Recommendations

- 23. The Board (excluding Paul Reynolds) unanimously recommends that Shareholders vote in favour of Resolution 4.
- 24. The Board (excluding Wendy Webb) unanimously recommends that Shareholders vote in favour of Resolution 5.
- 25. The Board (excluding Thomas Power) unanimously recommends that Shareholders vote in favour of Resolution 6.

Record Date

Any person who is registered as a Shareholder at 12 pm (NZT) on Sunday, 10 September 2017 is entitled to attend and vote at the Meeting or to cast a postal vote or to appoint a proxy to attend and vote in their place.

Postal Voting

Any Shareholder who is entitled to attend and vote at the Meeting may cast a postal vote by completing the voting / proxy form enclosed with this Notice of Meeting.

For the postal vote to be valid, the proxy form must be received by the Company's registry, Boardroom Pty Limited either by post to GPO Box 3993 Sydney NSW 2001 Australia or cast online at www.votingonline.com.au/9spagm2017 or as otherwise set out in the proxy form at least 48 hours before the start of the Meeting.

Proxies

Any Shareholder who is entitled to attend and vote at the Meeting may appoint a proxy to attend and vote in their place by completing the voting / proxy form enclosed with this Notice of Meeting.

For the appointment of a proxy to be valid, the proxy form must be received by the Company's registry, either by post to GPO Box 3993 Sydney NSW 2001 Australia or cast online at www.votingonline.com.au/9spagm2017 or as otherwise set out in the proxy form at least 48 hours before the start of the Meeting.

A proxy need not be a Shareholder. If the proxy form is returned without direction as to how the proxy shall vote on the resolution, then the proxy may vote as they think fit on a Resolution.

All joint holders of a Share must sign the proxy form. Companies may sign under the hand of a duly authorised officer or by power of attorney. If the proxy form has been signed under a power of attorney, the original or a certified copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be delivered to the Company with the proxy form.

Corporate Representatives

A corporation that is a shareholder may appoint a representative to attend the Meeting on its behalf in the same manner as that which it could appoint a proxy. Corporate representatives should bring along to the Meeting a certified copy of evidence of their authority to act for the relevant corporation.

Powers of attorney

Any person representing a shareholder(s) by virtue of a power of attorney must bring the original or a certified copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be produced to the Company.

Questions

If you would like to ask a question of the Directors or the Company's auditor at the Meeting, you may submit your questions by emailing investors@9spokes.com.

Questions for the Meeting (including written questions to auditor) must be received by 12 pm (NZT) on Sunday, 10 September 2017. The Chairman will answer as many of the frequently asked questions as possible.

Shareholders will also be given a reasonable opportunity to ask questions at the Meeting. The Chairman will endeavor to answer those questions during the Meeting, where possible.

A copy of the Chairman and Chief Executive Officer's address at the Meeting will be available on the Company's website following the Meeting.

Glossary

Capitalised terms in this Notice of Meeting have the meaning set out below:

ASX	means ASX Limited (ABN 98 008 624 691), or the financial market it operates, as the context requires.
A\$	means Australian dollars.
ASX Listing Rules	means the listing rules of the ASX as amended or waived from time to time.
Board	means the board of directors of the Company.
Companies Act	means the <i>Companies Act 1993</i> (NZ).
Company or 9 Spokes	means 9 Spokes International Limited (New Zealand company number 3538758) (ARBN 610 518 075).
Employee Share Option Plan	means the employee incentive scheme (as that term is defined by the ASX Listing Rules) approved by Shareholders at the Company's 2016 annual meeting.
Explanatory Memorandum	means the explanatory memorandum accompanying the Resolutions contained in this Notice of Meeting.
Meeting	means the Company's 2017 annual meeting the subject of this Notice of Meeting.
Notice of Meeting	means this notice of meeting and includes the Explanatory Memorandum.
Option	means an option over a Share.
Resolution	means either resolution 1, 2, 3, 4, 5 and 6 the subject of the Meeting, as the context requires.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a person who is a registered holder of the Company's ordinary securities.
VWAP	has the meaning given to the term 'volume weighted average market price' in Chapter 19 of the ASX Listing Rules.
15% Placement Capacity	means the placement capacity of the Company as determined by ASX Listing Rule 7.1.

All correspondence to:

- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax** +61 2 9290 9655
- 💻 **Online** www.boardroomlimited.com.au
- ☎ **By Phone** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 12 pm (NZT) on Sunday 10 September 2017.**

🖥 TO VOTE ONLINE

STEP 1: VISIT www.votingonline.com.au/9spagm2017

STEP 2: Enter your Postcode (if within Australia) OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

PLEASE NOTE: For security reasons it is important you keep the above information confidential.

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE VOTING FORM

The voting form can be used to either vote directly by casting a postal vote (Section 1) OR appoint a proxy to vote on your behalf (Section 2).

SECTION 1: POSTAL VOTING

If you wish to vote directly and do not intend to attend the meeting, you should cast a postal vote by clearly marking the box in Section 1 and the boxes in Section 3 to indicate your voting instruction for each resolution. Please only mark either "for" or "against" for each resolution. Do not mark the "abstain" box if you are voting directly. If no direction is given on a resolution, or if you complete both the boxes in Section 1 and 2, your vote may be passed to the Chairman of the Meeting as your proxy. The Chairman's decision as to whether a postal vote is valid is final and conclusive.

SECTION 2: APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy if you do not intend to attend the meeting. If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Section 2. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting or does not vote on a poll in accordance with your instructions, the Chairman of the Meeting will be your proxy by default. A proxy need not be a Securityholder of the company. Do not write the name of the issuer company or the registered Securityholder in the space.

Appointment of more than one Proxy

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

To appoint a further proxy you must:

- complete an additional proxy form. On each form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise a pro rata proportion of your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

SECTION 3: VOTING DIRECTIONS

To cast your postal vote or to direct your proxy how to vote, place a mark in one of the boxes opposite each resolution. All your securities will be voted in accordance with such a direction. If you do not mark any of the boxes on a given resolution, your proxy may vote as he or she chooses (subject to any voting restrictions that apply to your proxy). If you mark more than one box on a resolution your vote on that resolution will be invalid.

Proxy which is a Body Corporate

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

SECTION 4: SIGN THE FORM

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

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

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

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

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

LODGEMENT

Voting Forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the Meeting, therefore by **12 pm (NZT) on Sunday 10 September 2017**. Any Voting Form received after that time will not be valid for the scheduled Meeting.

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

🖥 **Online** www.votingonline.com.au/9spagm2017

📱 **By Smartphone** Scan the QR Code

📠 **By Fax** +61 2 9290 9655

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

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

Attending the Meeting

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

Your Address

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

VOTING FORM

SECTION 1: POSTAL VOTING

I/We being a Securityholder/s of **9 Spokes International Limited** (Company) and entitled to attend and vote hereby elect to vote directly by casting a postal vote for the Annual General Meeting of the Company to be held at **Level 4, AECOM House, 8 Mahuhu Crescent, Auckland 1010, New Zealand** on **Tuesday, 12 September, 2017 at 12pm (NZT)** and at any adjournment of that Meeting.

SECTION 2: APPOINTMENT OF PROXY

I/We being a Securityholder/s of the Company and entitled to attend and vote hereby appoint:

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

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **Level 4, AECOM House, 8 Mahuhu Crescent, Auckland 1010, New Zealand** on **Tuesday, 12 September, 2017 at 12 pm (NZT)** and at any adjournment or of that Meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

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

SECTION 3: VOTING DIRECTIONS

		For	Against	Abstain*
Resolution 1	Fees of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Adrian Grant as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Thomas Power as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Issue of Options to Paul Reynolds	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of Options to Wendy Webb	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Issue of Options to Thomas Power	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

SECTION 4: SIGN THE FORM

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2017