



INTIGER GROUP LIMITED

ACN 098 238 585

NOTICE OF GENERAL MEETING AND EXPLANATORY STATEMENT

TIME: 11.00am (WST)

DATE: Tuesday, 18 February 2020

PLACE: The offices of Wolfstar Group
Barringtons House, 283 Rokeby Road
Subiaco, Western Australia

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

Should you wish to discuss the matters in this Notice of General Meeting please do not
hesitate to contact the Company on +61 8 6141 3500.

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11.00am (WST) on Tuesday, 18 February 2020 at:

The offices of Wolfstar Group, Barringtons House, 283 Rokeby Road, Subiaco, Western Australia

YOUR VOTE IS IMPORTANT

The business of the General Meeting affects your Shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return:

- In person at Automic, Level 5, 126 Phillip Street, Sydney NSW 2000;
- By post to Automic, GPO Box 5193, Sydney NSW 2001;
- By facsimile to +61 (0)2 8583 3040;
- By scan and email to meetings@automicgroup.com.au; or
- By following the directions on the Proxy Form.

Please note that the Proxy Form must be received by the Company not later than **11.00am (WST) on Sunday, 16 February 2020**.

Proxy Forms received later than this time will be invalid.

ENTITLEMENT TO ATTEND AND VOTE

The Company may specify a time, not more than 48 hours before the Meeting, at which a “snap-shot” of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the General Meeting.

The Company’s Directors have determined that all Shares of the Company that are quoted on ASX at 11.00am (WST) on Sunday, 16 February 2020 shall, for the purposes of determining voting entitlements at the General Meeting, be taken to be held by the persons registered as holding the Shares at that time.

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 Shareholder; and
- (c) a Shareholder 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.

CORPORATE REPRESENTATIVE

Any corporate Shareholder who has appointed a person to act as its corporate representative at the meeting 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 and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative. An appointment of corporate representative form can be obtained by via the Company's share registry website – www.automic.com.au

ENQUIRIES

Shareholders are invited to contact the Company Secretary, Stephen Buckley on +61 8 6141 3500 if they have any queries in respect of the matters set out in this document.

NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of the Shareholders of Intiger Group Limited (**Intiger** or the **Company**) will be held at the offices of Wolfstar Group, Barringtons House, 283 Rokeby Road, Subiaco, Western Australia on Tuesday, 18 February 2020 commencing at 11.00am (WST) to consider, and if thought fit, to pass the Resolutions set out below.

Terms used in this Notice of General Meeting and accompanying Explanatory Statement are defined in the glossary to this document.

The Explanatory Statement which accompanies and forms part of this Notice of General Meeting describes the matters to be considered at the General Meeting.

1 RESOLUTION 1 – APPROVAL OF NOTES BECOMING CONVERTIBLE

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

“That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve:

- (a) the Initial Notes becoming convertible in accordance with their terms; and*
- (b) the issue of Conversion Shares to the Noteholders on conversion of the indebtedness under the Initial Notes to Shares in accordance with the terms of the Notes,*

for the purposes and on the terms set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of the Subscriber or the Noteholders or an Associate of the Subscriber or Noteholders and any other person who is expected to participate in, or will obtain a material benefit as a result of the issue and conversion of Notes except a benefit solely in the capacity as a holder of ordinary securities, or an Associate of those persons. However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person acting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chairman of the Meeting acting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman 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.

2 RESOLUTION 2 – APPROVAL OF ISSUE OF SUBSEQUENT NOTES

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

“That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of Subsequent Notes to Noteholders for the purposes and on the terms set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of the Subscriber or the Noteholders or an Associate of the Subscriber or Noteholders and any other person who is expected to participate in, or will obtain a material benefit as a result of the issue and conversion of Notes except a benefit solely in the capacity as a holder of ordinary securities, or an Associate of those persons. However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person acting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chairman of the Meeting acting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman 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.

3 RESOLUTION 3 – APPROVAL OF ISSUE OF SHARES IN LIEU OF INTEREST

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

“That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of Interest Shares to the Noteholders in lieu of interest accrued under the Notes in accordance with the terms of the Note for the purposes and on the terms set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of the Subscriber or the Noteholders or an Associate of the Subscriber or Noteholders and any other person who is expected to participate in, or will obtain a material benefit as a result of the issue and conversion of Notes except a benefit solely in the capacity as a holder of ordinary securities, or an Associate of those persons. However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person acting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chairman of the Meeting acting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman 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.

4 RESOLUTION 4 – APPROVAL OF ISSUE OF NOTEHOLDER OPTIONS

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

“That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of Noteholder Options to the Noteholders in accordance with the terms of the Note for the purposes and on the terms set out in the Explanatory Statement accompanying this Notice of Meeting.”

Voting exclusion: The Company will disregard any votes cast in favour of this Resolution by or on behalf of the Subscriber or the Noteholders or an Associate of the Subscriber or Noteholders and any other person who is expected to participate in, or will obtain a material benefit as a result of the issue and conversion of Notes except a benefit solely in the capacity as a holder of ordinary securities, or an Associate of those persons. However, this does not apply to a vote cast in favour of this Resolution by:

- (a) a person acting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chairman of the Meeting acting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman 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.

EXPLANATORY STATEMENT

The Explanatory Statement accompanying this Notice of Meeting is incorporated in and comprises part of this Notice of Meeting.

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

Dated 17 January 2020

BY ORDER OF THE BOARD



Stephen Buckley

Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the 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 preceding this Explanatory Statement. Capitalised terms in this Explanatory Statement are defined in the glossary to this document.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice of General Meeting, please contact the Company Secretary, your stockbroker or other professional adviser.

1 BACKGROUND TO RESOLUTIONS 1 - 4

1.1 Binding Terms Sheet

As announced by the Company on 16 December 2019, the Company entered into a binding terms sheet for funding through the issue of Notes to raise up to a maximum amount of \$500,000 (the **Binding Terms Sheet**). The key terms of the Binding Terms Sheet are as follows:

- (a) the Subscriber agrees to subscribe for, or procure that its nominees subscribe for, Notes with a face value of up to \$500,000, with an initial subscription of \$200,000;
- (b) where a subscription for Notes could reasonably be expected to result in a breach of section 606(1) of the Corporations Act on conversion of the Notes, the Subscriber has undertaken not to subscribe for such Notes and to direct the Company to issue such Notes to nominees of the Subscriber who are not associates or related parties of the Subscriber;
- (c) the Initial Notes have been, and the Subsequent Notes are to be, issued on the terms set out in Section 1.2 of this Explanatory Statement;
- (d) in the event shareholders fail to approve certain matters in connection with the Notes, the Company will pay to the Subscriber (or its nominee):
 - (i) in the case of a failure to approve the issue of Shares in lieu of interest accumulated under the Notes, a fee equal to 10% of the face value of the Notes issued on the date on which the Notes are redeemed or converted; and
 - (ii) in the case of a failure to approve the Notes becoming convertible, a fee equal to 20% of the face value of the Notes issued on the date on which shareholder approval is not obtained;
- (e) the Subscriber is entitled to be issued one free attaching option for each Share issued upon conversion of the Notes (the **Noteholder Options**);
- (f) the Noteholder Options will have an exercise price equal to the conversion price of the Notes and an expiry date of 3 years after the date on which the Notes are converted;

- (g) the Subscriber the right to nominate an appropriately qualified director to the board of the company, whose appointment will not be unreasonably denied by the Company; and
- (h) the Company covenants that during the term of the Notes, all directors of the Company will take their directors fees in equity at a price equivalent to the 5 day VWAP prior to the date of issue of the securities.

The Noteholders include the Subscriber and nominees of the Subscriber who are not associates or related parties of the Subscriber.

1.2 Details of the Notes

The Notes are unsecured debt instruments of the Company (comprising a loan from the relevant Noteholders to the Company) and do not carry any rights to conversion into Shares unless and until receipt of Shareholder approval at a general meeting of the Company to (amongst other things) approve the issue of the Shares to be issued upon conversion of the Notes for the purpose of the ASX Listing Rules. Following the receipt of the required shareholder and regulatory approvals, the Notes are convertible into ordinary shares in the capital of the Company in accordance with their terms.

The key terms of the Notes are set out in the below table:

Term	Summary
Face Value	\$1.00
Interest	<p>Accrues daily at 8% per annum. Subject to shareholder approval, interest is payable by the issue of Interest Shares upon the redemption or conversion of the Note.</p> <p>If Shareholders do not approve the issue of Interest Shares in lieu of interest under the Notes:</p> <ul style="list-style-type: none"> (a) interest is to be paid in cash upon the redemption or conversion of the Note; and (b) the Company must pay a fee to the Noteholders equivalent to 10% of the face value of the Notes issued on the date on which the Notes are redeemed or converted on the date interest on the Notes is payable.
Security	The Notes are unsecured debt obligations of the Company.
Term	The Notes will be converted or redeemed before the date that is 6 months after the date of the execution of the Binding Terms Sheet, being 19 June 2020 (the Redemption Date).
Condition Precedent to Conversion	All necessary shareholder approvals being received for the issue of the Conversion Shares. If all necessary Shareholder approvals for the conversion of the Notes are not received, the Company must pay a fee to the Noteholders equivalent to 20% of the face value of the Notes issued on the date on which shareholder approval is

Term	Summary
	not obtained within 7 days of the date on which shareholder approval is not obtained.
Conversion	Subject to the receipt of all necessary shareholder approvals, the Notes will convert to Ordinary Shares on the receipt of a written election from the Noteholders.
Conversion Price	<p>The Conversion Price is equal to:</p> <p>(a) a 25% discount to the lowest issue price of a capital raising of the Company exceeding \$500,000 completed by the Company during the term of the Notes; or</p> <p>(b) otherwise, a 25% discount to the volume weighted average price of the Company's shares in the previous 5 trading days.</p>
Number of Conversion Shares	<p>The number of Conversion Shares to be issued on conversion of the Notes is calculated as follows:</p> $\frac{A}{B}$ <p>where:</p> <p>A = the Principal Money of the total number of Notes noted in the Conversion Notice; and</p> <p>B = the Conversion Price.</p>
Redemption	Where the Notes have not been earlier converted, the Notes must be redeemed by cash repayment of 120% of the face value of the Notes (plus the amount of accrued interest) on the Redemption Date.
Events of Default	<p>(a) All necessary shareholder approvals are not received within 45 days of the date of the issue of the Notes.</p> <p>(b) Other standard events of default for an agreement of this nature.</p>
Effect of Default	Within 10 business days of a demand by the Subscriber for redemption after the occurrence of an Event of Default (which has not been remedied within the prescribed time), the Notes must be redeemed by cash repayment of the face value of the Notes (plus the amount of interest which would have accrued on the face value of the Notes had they been redeemed on the Redemption Date).

In the event that either shareholders do not approve the Notes becoming convertible or the Noteholders elect to redeem the Notes, the Company intends to fund the redemption of the Notes by a combination of:

- (a) its existing cash reserves (including funds held as cash at bank);

- (b) a capital raising utilising its existing placement capacity under Listing Rules 7.1 and 7.1A; and
- (c) further debt funding.

2 RESOLUTION 1 – APPROVAL OF NOTES BECOMING CONVERTIBLE

2.1 Background to Resolution 1

The Company issued 150,000 Notes on 27 December 2019 and a further 50,000 Notes on 31 December 2019. Subject to the receipt of drawdown notices from the Noteholders, has agreed to issue up to a further 300,000 Notes.

Although currently a debt instrument of the Company (comprising a loan from the Noteholders to the Company) following the receipt of requisite shareholder approvals, the Notes will become convertible into Shares. The key terms of the Notes are detailed in section 1.2 of this Explanatory Statement.

Under Resolution 1, the Company is seeking Shareholder approval for:

- (a) the Initial Notes, being those Notes issued by the Company in advance of the Meeting, to become convertible in accordance with their terms;
- (b) the issue of Conversion Shares to the Noteholders on conversion of the indebtedness under the Initial Notes to Shares in accordance with the terms of the Note.

2.2 Regulatory Requirements – Listing Rule 7.1

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 Initial Notes were issued in reliance on Exception 17 of Listing Rule 7.2, however the Company is required to seek shareholder approval to issue the underlying equity securities, being the Conversion Shares, prior to these being issued. Based on the current share price of the Company, the maximum number of Shares which the Initial Notes are capable of being converted into will exceed the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1.

If Resolution 1 is passed:

- (a) the Initial Notes will become convertible in accordance with their terms; and
- (b) the Company will be able to issue the Conversion Shares on conversion of the Initial Notes in accordance with the terms of the Notes.

In addition, the issue of the Conversion Shares on conversion of the Initial Notes will be excluded from the calculation of the number of Equity Securities that the Company can issue without shareholder approval under Listing Rule 7.1.

If Resolution 1 is not passed, the Initial Notes will not become convertible in accordance with their terms and will remain as unsecured debt obligations of the Company. In addition:

- (a) the Initial Notes will not be able to be converted meaning that they must be redeemed at 120% of face value of the Notes on the Redemption Date in accordance with the terms of the Note; and
- (b) the Company will become liable to pay to the Noteholders a fee equivalent to 20% of the face value of the Notes issued on the date on which shareholder approval is not obtained within 7 days of the date on which shareholder approval is not obtained.

2.3 Information required by Listing Rule 7.3

In compliance with the information requirements of Listing Rule 7.3, Shareholders are advised of the following information in relation to Resolution 1:

(a) Names of the persons to whom the Shares will be issued or the basis on which those persons will be identified

The Initial Notes were, or will be, issued to the Noteholders, being professional and sophisticated investors, none of whom are a Related Party of the Company. The Noteholders include the Subscriber and nominees of the Subscriber who are not associates or related parties of the Subscriber.

The Subscriber is Mr Adam Davey, a Director of Wealth Management at Canaccord Genuity Patersons. Mr Davey has been involved in significantly growing businesses in both the industrial and mining sector. This has been achieved through holding various roles within different organisations, including chairman, managing director, nonexecutive director, major shareholder and corporate adviser to the board.

Mr Davey's expertise spans over 30 years and includes capital raising (both private and public), mergers and acquisition, ASX listings, asset sales and purchases, transaction due diligence and director duties.

Mr Davey is a non-executive director of Ensurance Limited, Painchek Limited and The Agency Group Ltd. Adam Davey is also chairman of the Teen Challenge Foundation, which is one of the largest drugs and alcohol rehabilitation programs in Western Australia.

The Conversion Shares will be issued to the Noteholders upon conversion of the Initial Notes.

(b) The number of and class of securities to be issued

A maximum of 500,000 Notes, each with a face value of \$1.00, will be issued.

The number of Equity Securities to be issued on conversion of the Notes is dependent upon the conversion price under the Notes.

Provided that Shareholders approve Resolution 1, the Notes will be convertible into Shares by the Noteholders at a conversion price equal to:

- (i) a 25% discount to the lowest issue price of a capital raising of the Company exceeding \$500,000 completed by the Company during the term of the Notes; or
- (ii) otherwise, a 25% discount to the volume weighted average price of the Company's shares in the previous 5 trading days.

The number of Conversion Shares to be issued is equal to the face value of each note (being \$1.00), multiplied by the number of Notes converted and divided by the conversion price.

The below table shows a worked example for illustrative purposes of the issue of Conversion Shares for a \$500,000 tranche of funding (being the maximum amount of Initial Notes and Subsequent Notes to be issued by the Company) with variances in the conversion price based upon the prevailing price of the Company's shares at the time of conversion of the Notes into Shares:

Dilution			
Conversion Price	0.0375 cents (50% decrease in Share price)	0.075 cents (Share price: 0.1 cents)	0.1125 cents (50% increase in Share price)
Conversion Shares	1,333,333,334 Shares	666,666,667 Shares	444,444,445 Shares

(c) Summary of the material terms of the Securities

A summary of the material terms of the Notes is set out in section 1.2 of this Explanatory Statement.

The Conversion Shares will be fully paid, ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares and rank equally in all respects with all of the existing ordinary Shares on issue.

(d) Date of issue

The Company issued 150,000 Initial Notes on 27 December 2019 and a further 50,000 Initial Notes on 31 December 2019.

Further Subsequent Notes will be issued progressively as funding is drawn down under the Binding Terms Sheet.

Conversion Shares will be issued upon the conversion of the Initial Notes, but in any event no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

(e) Issue price

The Notes will be issued with a face value of \$1.00.

The Conversion Shares will be issued at a conversion price equal to:

- (i) a 25% discount to the lowest issue price of a capital raising of the Company exceeding \$500,000 completed by the Company during the term of the Notes; or
- (ii) otherwise, a 25% discount to the volume weighted average price of the Company's shares in the previous 5 trading days.

(f) The intended use of the funds raised

The Company will use amounts raised by the subscription of the Initial Notes predominantly for general working capital. In particular, funds will be applied towards corporate overheads (including compliance, governance, technology and insurance costs), operational overheads in Australia and Philippines and interest costs associated with the Notes.

(g) Summary of the Binding Terms Sheet

A summary of the material terms of the Binding Terms Sheet is set out in section 1.1 of this Explanatory Statement.

(h) Voting exclusion statement

A voting exclusion statement for Resolution 1 is included in the Notice of Meeting preceding this Explanatory Statement.

2.4 Board Recommendation

The Board believes that the proposed issue is beneficial for the Company and recommends Shareholders vote in favour of Resolution 1.

The Chairman intends to exercise all available proxies in favour of Resolution 1.

3 RESOLUTION 2 – APPROVAL TO ISSUE SUBSEQUENT NOTES

3.1 Background to Resolution 2

The Company issued 150,000 Initial Notes on 27 December 2019 and a further 50,000 Initial Notes on 31 December 2019. Subject to the receipt of drawdown notices from the Noteholders, has agreed to issue up to a further 300,000 Notes.

The key terms of the Notes are detailed in section 1.2 of this Explanatory Statement.

Under Resolution 0, the Company is seeking Shareholder approval for the issue of a maximum of 300,000 Subsequent Notes to Noteholders (up to a combined maximum of 500,000 Initial Notes and Subsequent Notes) in accordance with the terms of the Binding Terms Sheet.

3.2 Regulatory Requirements – Listing Rule 7.1

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.

Upon their issue, the Subsequent Notes will be considered an Equity Security by reason of being securities which are convertible into Equity Securities in accordance with their terms. Based on the current share price of the Company, the maximum number of Shares which the Notes are capable of being converted into will exceed the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Company's Shareholders under Listing Rule 7.1.

If Resolution 2 is passed:

- (a) the Company will be able to issue up to a maximum of 300,000 Subsequent Notes (up to a combined maximum of 500,000 Initial Notes and Subsequent Notes) and such Notes will be immediately convertible in accordance with their terms; and
- (b) the Company will be able to issue the Conversion Shares on conversion of the Subsequent Notes in accordance with the terms of the Notes without seeking further shareholder approval under the Listing Rules.

In addition, the issue of the Subsequent Notes and the Conversion Shares will be excluded from the calculation of the number of Equity Securities that the Company can issue without shareholder approval under Listing Rule 7.1.

If Resolution 2 is not passed, the Company will not be able to issue the Subsequent Notes to the Noteholders which may cause the Company to be in breach of its obligations under the Binding Terms Sheet.

3.3 Information required by Listing Rule 7.3

In compliance with the information requirements of Listing Rule 7.3, Shareholders are advised of the following information in relation to Resolution 2:

(a) Names of the persons to whom the Shares will be issued or the basis on which those persons will be identified

The Subsequent Notes will be issued to the Noteholders, being professional and sophisticated investors, none of whom are a Related Party of the Company. The Noteholders include the Subscriber and nominees of the Subscriber who are not associates or related parties of the Subscriber.

Details regarding the background of the Subscriber are set out in section 2.3(a) of this Explanatory Statement.

The Conversion Shares will be issued to the Noteholders upon conversion of the Subsequent Notes.

(b) The number of and class of securities to be issued

A maximum of 300,000 Subsequent Notes, each with a face value of \$1.00, will be issued (up to a combined maximum of 500,000 Initial Notes and Subsequent Notes).

The number of Equity Securities to be issued on conversion of the Subsequent Notes is dependent upon the conversion price under the Notes.

Provided that Shareholders approve Resolution 2, the Subsequent Notes will be convertible into Shares at any time prior to the Redemption Date by the Noteholders at a conversion price equal to:

- (i) a 25% discount to the lowest issue price of a capital raising of the Company exceeding \$500,000 completed by the Company during the term of the Notes; or
- (ii) otherwise, a 25% discount to the volume weighted average price of the Company's shares in the previous 5 trading days.

The number of Conversion Shares to be issued is equal to the face value of each note (being \$1.00), multiplied by the number of Notes converted and divided by the conversion price.

The below table shows a worked example for illustrative purposes of the issue of Conversion Shares for a \$500,000 tranche of funding (being the maximum amount of Initial Notes and Subsequent Notes to be issued by the Company) with variances in the conversion price based upon the prevailing price of the Company's shares at the time of conversion of the Notes into Shares:

Dilution			
Conversion Price	0.0375 cents (50% decrease in Share price)	0.075 cents (Share price: 0.1 cents)	0.1125 cents (50% increase in Share price)
Conversion Shares	1,333,333,334 Shares	666,666,667 Shares	444,444,445 Shares

(c) Summary of the material terms of the Securities

A summary of the material terms of the Notes is set out in section 1.2 of this Explanatory Statement.

The Conversion Shares will be fully paid, ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares and rank equally in all respects with all of the existing ordinary Shares on issue.

(d) Date of issue

Subsequent Notes will be issued progressively as funding is drawn down under the Binding Terms Sheet, but in any event no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

Conversion Shares will be issued to Noteholders upon the conversion of the Subsequent Notes in accordance with their terms.

(e) Issue price

The Subsequent Notes will be issued with a face value of \$1.00.

(f) The intended use of the funds raised

The Company will use amounts raised by the subscription of the Subsequent Notes predominantly for general working capital. In particular, funds will be applied towards corporate overheads (including compliance, governance, technology and insurance costs), operational overheads in Australia and Philippines and interest costs associated with the Notes.

(g) Summary of the Binding Terms Sheet

A summary of the material terms of the Binding Terms Sheet is set out in section 1.1 of this Explanatory Statement.

(h) Voting exclusion statement

A voting exclusion statement for Resolution 2 is included in the Notice of Meeting preceding this Explanatory Statement.

3.4 Board Recommendation

The Board believes that the proposed issue is beneficial for the Company and recommends Shareholders vote in favour of Resolution 2.

The Chairman intends to exercise all available proxies in favour of Resolution 2.

4 RESOLUTION 3 – APPROVAL OF ISSUE OF SHARES IN LIEU OF INTEREST

4.1 Background to Resolution 3

Under Resolution 3, the Company is seeking Shareholder approval for the issue of Shares to the Noteholders in lieu of interest accrued in accordance with the terms of the Note (the **Interest Shares**).

4.2 Regulatory Requirements – Listing Rule 7.1

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 Interest Shares does not fit within any of these exceptions. While the issue does not exceed the 15% limit in Listing Rule 7.1 and can therefore be made without breaching that rule, the Binding Terms Sheet requires that the Company seek shareholder approval in relation to the payment of interest by way of the issue of Shares.

In addition, the Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain shareholder approval under Listing Rule 7.1. To do this, the Company is asking shareholders to approve the issue of Interest Shares under Listing Rule 7.1 so that it does not use up any of the 15% limit on issuing equity securities without shareholder/unitholder approval set out in Listing Rule 7.1.

To these ends, Resolution 3 seeks the required shareholder approval to issue the Interest Shares under and for the purposes of Listing Rule 7.1.

If Resolution 3 is passed the Company will be able to issue the Interest Shares in lieu of interest in accordance with the terms of the Notes.

In addition, the issue of the Interest Shares will be excluded from the calculation of the number of Equity Securities that the Company can issue without shareholder approval under Listing Rule 7.1.

If Resolution 3 is not passed, the Notes will not be able to satisfy its obligation to pay interest on the indebtedness under the Notes through the issue of Shares and will instead be required to pay cash to settle this debt. In addition, the Company will become liable to pay to the Noteholders a fee equivalent to 10% of the face value of the Notes issued on the date on which the Notes are redeemed or converted on the date interest on the Notes is payable by the Company.

4.3 Information required by Listing Rule 7.3

In compliance with the information requirements of Listing Rule 7.3, Shareholders are advised of the following information in relation to Resolution 3:

(a) Names of the persons to whom the Shares will be issued or the basis on which those persons will be identified

The Interest Shares will be issued to the Noteholders upon conversion of the Notes, none of whom are a Related Party of the Company.

(b) The number of and class of securities to be issued

The number of Interest Shares to be issued on conversion of the Notes is dependent upon the conversion price under the Notes.

Provided that Shareholders approve Resolution 1 and 2, the Notes will be convertible by the Noteholders at a conversion price equal to:

- (i) a 25% discount to the lowest issue price of a capital raising of the Company exceeding \$500,000 completed by the Company during the term of the Notes; or
- (ii) otherwise, a 25% discount to the volume weighted average price of the Company's shares in the previous 5 trading days.

Provided that Shareholders approve Resolution 3, the Company is to pay interest by the issue of Shares. The number of Interest Shares to be issued in lieu of interest on conversion of the Notes is equal to the interest payable divided by the conversion price. The maximum interest payable (based on a \$500,000 tranche of funding and assuming issue of 200,000 Notes on 20 December 2019) under the terms of the Notes is \$20,054.79.

The below table shows a worked example for illustrative purposes of the issue of Interest Shares for a \$500,000 tranche of funding with variances in the conversion price based upon the prevailing price of the Company's shares at the time of conversion of the Notes into Shares:

Dilution			
Conversion Price	0.0375 cents (50% decrease in Share price)	0.075 cents (Share price: 0.1 cents)	0.1125 cents (50% increase in Share price)
Interest Shares	53,479,440 Shares	26,739,720 Shares	17,826,480 Shares

(c) Summary of the material terms of the Securities

The Interest Shares will be fully paid, ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares and rank equally in all respects with all of the existing ordinary Shares on issue.

(d) Date of issue

The Interest Shares will be issued upon conversion of the Notes, but in any event no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

(e) Issue price

The Interest Shares will be issued at a conversion price equal to:

- (iii) a 25% discount to the lowest issue price of a capital raising of the Company exceeding \$500,000 completed by the Company during the term of the Notes; or
- (iv) otherwise, a 25% discount to the volume weighted average price of the Company's shares in the previous 5 trading days.

(f) The intended use of the funds raised

No funds will be raised from the issue of the Interest Shares because the Interest Shares will be being issued to satisfy the Company's obligation to pay interest in respect of the indebtedness under the Notes.

(g) Summary of the Binding Terms Sheet

A summary of the material terms of the Binding Terms Sheet is set out in section 1.1 of this Explanatory Statement.

(h) Voting exclusion statement

A voting exclusion statement for Resolution 3 is included in the Notice of Meeting preceding this Explanatory Statement.

4.4 Board Recommendation

The Board believes that the proposed issue is beneficial for the Company and recommends Shareholders vote in favour of Resolution 3.

The Chairman intends to exercise all available proxies in favour of Resolution 3.

5 RESOLUTION 4 – APPROVAL OF ISSUE OF NOTEHOLDER OPTIONS

5.1 Background to Resolution 4

Under Resolution 4, the Company is seeking Shareholder approval for the issue of Noteholder Options to the Noteholders in accordance with the terms of the Note.

5.2 Regulatory Requirements – Listing Rule 7.1

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 Noteholder Options does not fall within any of these exceptions and exceeds the 15% limit in Listing Rule 7.1. It therefore requires the approval of the Company's shareholders under Listing Rule 7.1.

Resolution 4 seeks the required shareholder approval to issue the Noteholder Options to Noteholders under and for the purposes of Listing Rule 7.1.

If Resolution 4 is passed, the Company will be able to issue the Noteholder Options in accordance with the terms of the Binding Terms Sheet.

In addition, the issue of the Noteholder Options will be excluded from the calculation of the number of Equity Securities that the Company can issue without shareholder approval under Listing Rule 7.1.

If Resolution 4 is not passed, the Company will not be able to issue the Noteholder Options in accordance with the terms of the Binding Terms Sheet which means that the Company may be in breach of its obligations under the Binding Terms Sheet.

5.3 Information required by Listing Rule 7.3

In compliance with the information requirements of Listing Rule 7.3, Shareholders are advised of the following information in relation to Resolution 4:

(a) Names of the persons to whom the Shares will be issued or the basis on which those persons will be identified

The Noteholder Options will be issued to the Noteholders upon conversion of the Notes, none of whom are a Related Party of the Company.

(b) The number of and class of securities to be issued

The number of Noteholder Options to be issued is dependent upon the number of Shares to be issued on conversion of the Notes and, accordingly, the conversion price under the Notes.

Provided that Shareholders approve Resolution 1 and 2, the Notes will be convertible by the Noteholders at a conversion price equal to:

- (i) a 25% discount to the lowest issue price of a capital raising of the Company exceeding \$500,000 completed by the Company during the term of the Notes; or
- (ii) otherwise, a 25% discount to the volume weighted average price of the Company's shares in the previous 5 trading days.

The number of Conversion Shares to be issued is equal to the face value of each note (being \$1.00), multiplied by the number of Notes converted and divided by the conversion price.

The number of Noteholder Options to be issued is equal to the number of Conversion Shares to be issued to the Noteholders on conversion of the Notes.

The below table shows a worked example for illustrative purposes of Share issues for a \$500,000 tranche of funding with variances in the conversion price based upon the prevailing price of the Company's shares at the time of conversion of the Notes into Shares:

Dilution			
Conversion Price	0.0375 cents (50% decrease in Share price)	0.075 cents (Share price: 0.1 cents)	0.1125 cents (50% increase in Share price)
Conversion Shares	1,333,333,334 Shares	666,666,667 Shares	444,444,445 Shares
Noteholder Options	1,333,333,334 Options	666,666,667 Options	444,444,445 Options

(c) Summary of the material terms of the Securities

The Noteholder Options will have an exercise price equal to the conversion price of the Notes and an expiry date of 3 years after the date on which the Notes are converted. A summary of the material terms of the Noteholder Options is set out in Annexure A to this Explanatory Statement.

(d) Date of issue

The Noteholder Options will be issued upon conversion of the Notes, but in any event no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

(e) Issue price

The Noteholder Options are being issued as part consideration for the financial accommodation provided by the Noteholders under the Binding Terms Sheet. No issue price will be payable for the issue of the Noteholder Options.

(f) The intended use of the funds raised

No funds will be raised from the issue of the Noteholder Options because the Noteholder Options are being issued as part consideration for the financial accommodation provided by the Noteholders under the Binding Terms Sheet.

(g) Summary of the Binding Terms Sheet

A summary of the material terms of the Binding Terms Sheet is set out in section 1.1 of this Explanatory Statement.

(h) Voting exclusion statement

A voting exclusion statement for Resolution 4 is included in the Notice of Meeting preceding this Explanatory Statement.

5.4 Board Recommendation

The Board believes that the proposed issue is beneficial for the Company and recommends Shareholders vote in favour of Resolution 4.

The Chairman intends to exercise all available proxies in favour of Resolution 4.

GLOSSARY

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

ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited or the securities market operated by ASX Limited, as the context requires.
Binding Sheet	Terms has the meaning given to that term in Section 1.1 of the Explanatory Statement.
Board	board of Directors.
Chairman	chairman of the General Meeting.
Company or Intiger	Intiger Group Limited ACN 098 238 585.
Constitution	constitution of the Company.
Conversion Shares	Shares to be issued by the Company upon the conversion of the Initial Notes and the Subsequent Notes.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	director of the Company.
Equity Securities	has the meaning given to that term in the Listing Rules.
Explanatory Statement	the explanatory statement that accompanies this Notice of General Meeting.
Initial Notes	the Notes issued by the Company to Noteholders in advance of the Meeting.
Interest Shares	has the meaning given to that term in Section 4.1 of the Explanatory Statement.
Meeting or General Meeting	the general meeting convened by this Notice of General Meeting.
Noteholder Options	has the meaning given to that term in Section 1.1 of the Explanatory Statement.
Noteholders	the holders of Notes from time to time.
Notes	means the convertible loan notes issued by the Company pursuant to the Binding Terms Sheet.
Notice of General Meeting or Notice of Meeting	this notice of General Meeting.

Listing Rules or ASX Listing Rules	official listing rules of the ASX.
Proxy Form	the proxy form enclosed with this Notice of General Meeting.
Redemption Date	has the meaning given to that term in Section 1.2 of the Explanatory Statement.
Resolution	resolution contained in this Notice of General meeting.
Share	fully paid ordinary share in the capital of the Company.
Shareholder	holder of a Share in the Company.
Subscriber	means Adam Davey.
Subsequent Notes	the Notes to be issued by the Company to Noteholders, up to a maximum (inclusive of Initial Notes) of 500,000 Notes after the receipt of approval under Resolution 2.

Annexure A – Terms of Noteholder Options

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be the Conversion Price of the Notes (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on the date that is 3 years from the date of Conversion of the Notes (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within five Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Vote by Proxy: IAM

Your proxy voting instruction must be received by **11.00am (WST) on Sunday, 16 February 2020**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1 - APPOINTING A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all of the Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.



Contact	Return your completed form BY MAIL Automic GPO Box 5193 Sydney NSW 2001	IN PERSON Automic Level 5, 126 Phillip Street Sydney NSW 2000	BY EMAIL meetings@automicgroup.com.au BY FACSIMILE +61 2 8583 3040	All enquiries to Automic WEBCHAT https://automic.com.au/ PHONE 1300 288 664 (Within Australia) +61 2 9698 5414 (Overseas)
---------	--	---	---	---

STEP 1: Appoint Your Proxy

Complete and return this form as instructed only if you do not vote online
I/We being a Shareholder entitled to attend and vote at the General Meeting of Intiger Group Limited, to be held at **11.00am (WST) on Tuesday, 18 February 2020 at The offices of Wolfstar Group, Barringtons House, 283 Rokeby Road, Subiaco, Western Australia** hereby:

Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--	--

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

STEP 2: Your Voting Direction

Resolutions	For	Against	Abstain
1. Approval of Notes becoming Convertible	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of issue of Subsequent Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of issue of Shares in lieu of Interest	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of issue of Noteholder Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3: Sign Here + Contact Details

SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone:

Date (DD/MM/YY):

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).