

MANALTO LIMITED [ACN 098 640 352]

NOTICE OF GENERAL MEETING

EXPLANATORY STATEMENT

PROXY FORM

TIME: 10:00 am (Melbourne time)

DATE: Tuesday, 23 February 2016

PLACE: The offices of Quinert Rodda & Associates Pty Ltd, Suite 1, Level 6, 50 Queen Street, Melbourne, Victoria, 3000

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**NOTICE OF GENERAL MEETING
MANALTO LIMITED [ACN 098 640 352]**

Notice is given that a General Meeting (**Meeting**) of Manalto Limited [ACN 098 640 352] (**the Company** or **MTL**) will be held at 10:00 am (Melbourne time) on Tuesday 23 February 2016 at the offices of Quinert Rodda & Associates Pty Ltd, Suite 1, Level 6, 50 Queen Street, Melbourne, Victoria, 3000.

Each of the resolutions proposed to be put to shareholders at the Meeting are set out in this Notice of General Meeting (**Notice**) and further details regarding those resolutions are set out in the Explanatory Memorandum accompanying this Notice. The details of the resolutions contained in the Explanatory Memorandum should be read together with, and form part of, this Notice.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered shareholders of the Company at 10.00 am (Melbourne time) on 21 February 2016.

BUSINESS

RESOLUTION 1: RATIFICATION OF PRIOR ISSUE OF SHARES

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

"That for the purposes of ASX Listing Rule 7.4, Shareholders ratify the prior issue of 24,500,000 fully paid ordinary shares to participants in a placement to professional, sophisticated and other exempt investors at an issue price of \$0.07 (7 cents) each, as described in the Explanatory Memorandum which accompanied and formed part of the Notice of General Meeting."

VOTING EXCLUSION

The Company will, in accordance with ASX Listing Rule 14.11, disregard any votes cast on this Resolution by persons who participated in the issue and any associates of those persons. However, the Company need not disregard a vote cast on this Resolution if 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 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.

RESOLUTION 2: APPROVAL FOR PROPOSED ISSUE OF SHARES

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

"That for the purposes of ASX Listing Rule 7.1 shareholders approve the issue of 19,714,286 fully paid ordinary shares to participants in a placement to professional, sophisticated and other exempt investors at an issue price of \$0.07 (7 cents) each, as described in the Explanatory Memorandum which accompanied and formed part of the Notice of General Meeting."

VOTING EXCLUSION

The Company will, in accordance with ASX Listing Rule 14.11, disregard any votes cast on this Resolution by persons who may participate in the proposed issue and persons who might obtain a benefit except a benefit solely in the capacity of a holder of ordinary shares, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote cast on this Resolution if 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 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.

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RESOLUTION 3: APPROVAL TO ISSUE SHARES TO ECA VENTURES LLC UNDER THE SHARE PLACEMENT

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

“That for the purposes of ASX Listing Rule 10.11 shareholders approve the issue of up to approximately 1,428,571 fully paid ordinary shares (before rounding) to ECA Ventures LLC, a company associated with a Director of the Company, Mr Joseph Miller, as a participant in the second tranche of the share placement at an issue price of \$0.07 (7 cents) per share, as described in the Explanatory Memorandum which accompanies and forms part of this Notice of General Meeting.

VOTING EXCLUSION

The Company will, in accordance with ASX Listing Rule 14.11, disregard any votes cast on this Resolution by a person who is to receive securities in relation to the Company, persons who may participate in the proposed issue, and persons who might obtain a benefit except a benefit solely in the capacity of a holder of ordinary shares, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote cast of this Resolution if 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 it is cast by the person chairing at 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.

RESOLUTION 4: ISSUE OF OPTIONS TO A DIRECTOR

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

“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of 500,000 options in the Company to Michael Quinert, a director of the Company, or his nominee, as detailed in the Explanatory Memorandum of this Notice of General Meeting.”

VOTING EXCLUSION

The Company will disregard any votes cast on this Resolution by Michael Quinert and any of his associates. However, the Company need not disregard a vote if:

- 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
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

RESOLUTION 5: ISSUE OF OPTIONS TO A DIRECTOR

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

“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the issue of 11,770,613 options in the Company to Anthony Owen (and his associate), a director of the Company, as detailed in the Explanatory Memorandum of this Notice of General Meeting.”

VOTING EXCLUSION

The Company will disregard any votes cast on this Resolution by Anthony Owen and any of his associates. However, the Company need not disregard a vote if:

- 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
- it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

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Dated: 15 January 2016



Justyn Stedwell
Company Secretary
Manalto Limited

The accompanying Explanatory Memorandum and the Proxy and Voting Instructions form part of this Notice.

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PROXY AND VOTING INSTRUCTIONS

PROXY INSTRUCTIONS

A member who is entitled to vote at a meeting may appoint:

- one proxy if the member is only entitled to one vote; and
- one or two proxies if the member is entitled to more than one vote.

Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the member's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be received by the Company by 10:00 am Melbourne time on 21 February 2016:

- by mail to the Company at PO Box 8694, Armadale, VIC, 3143;
- personally to the Company at Suite 1, 1233 High St, Armadale, VIC, 3143; or
- by facsimile to +61 (03) 9822 7735.

The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act 2001 (Cth). A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

The proxy may, but need not, be a member of the Company.

If you sign the proxy form and do not appoint a proxy, you will have appointed the Chair of the Meeting (Chair) as your proxy.

A proxy form is attached to this Notice.

HOW THE CHAIRMAN WILL VOTE UNDIRECTED PROXIES

Where permitted, the Chair of the meeting will vote undirected proxies on, and in favour of, all of the proposed resolutions.

CORPORATE REPRESENTATIVES

Any corporation which is a member of the Company may appoint a proxy, as set out above, or authorise (by certificate under common seal or other form of execution authorised by the laws of that corporation's place of incorporation, or in any other manner satisfactory to the chairperson of the Meeting) a natural person to act as its representative at any general meeting.

Corporate representatives are requested to bring appropriate evidence of appointment as a representative in accordance with the constitution of the Company. Attorneys are requested to bring the original or a certified copy of the power of attorney pursuant to which they were appointed. Proof of identity will also be required for corporate representatives and attorneys.

VOTING ENTITLEMENT

For the purposes of the Corporations Act and Corporations Regulations shareholders entered on the Company's Register of Members as at 10:00 am (Melbourne, time) on 21 February 2016 are entitled to attend and vote at the meeting.

On a poll, members have one vote for every fully paid ordinary share held. Holders of options are not entitled to vote.

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**MANALTO LIMITED [ACN 098 640 352]
("the Company")**

**GENERAL MEETING
EXPLANATORY MEMORANDUM**

PURPOSE OF INFORMATION

This Explanatory Memorandum (**Memorandum**) accompanies and forms part of the Company's Notice of General Meeting (**Notice**) for the General Meeting (**Meeting**) to be held at 10:00 am (Melbourne time) on Tuesday, 23 February 2016 at the offices of Quinert Rodda & Associates Pty Ltd, Suite 1, Level 6, 50 Queen Street, Melbourne, Victoria, 3000. The Notice of General Meeting incorporates, and should be read together with, this Memorandum.

BACKGROUND

On 26 November 2015 the Company announced a placement of 44,214,286 fully paid ordinary shares to unrelated professional, sophisticated and other exempt investors who were invited to participate in the placement by the Lead Manager, Bell Potter Securities Limited at an issue price of \$0.07 (7 cents) per share to raise a total of \$3,095,000 (before costs) (**Share Placement**).

The Share Placement is being conducted in two tranches.

The first tranche of 24,500,000 fully paid ordinary shares were issued on 18 December 2015 and raised \$1,715,000 before costs of the issue. Resolution 1 is proposed to ratify the issue of the first tranche of 24,500,000 shares.

Of the 24,500,000 first tranche shares, 14,694,541 were issued pursuant to Listing Rule 7.1 and 9,805,459 were issued pursuant to Listing Rule 7.1A.

The issue of the balance of the placement shares, being the second tranche of 19,714,286 shares, to raise \$1,380,000 before costs of the issue is subject to Resolution 2 being passed.

The Company also announced it will make an offer of up to \$15,000 of shares each to eligible shareholders at the same \$0.07 (7 cents) issue price under a share purchase plan (**SPP**) to raise up to \$1,905,000 before costs. ASX has granted a waiver to permit the Company to conduct the SPP without shareholder approval. Shareholders eligible to participate in the SPP will have received, or will shortly receive, a prospectus in which the offer of SPP shares is made, which has been or will be lodged with ASIC at about the date of the Notice. A copy of the prospectus will be released to ASX as an announcement and will be available to be viewed on the ASX website (www.asx.com.au) or the Company's website (www.manalto.com) or it can be requested from the Company. Shareholders who are eligible to participate in the SPP will need to complete an acceptance form that will accompany the prospectus or make payment by BPAY® in accordance with the instructions in the prospectus. Before deciding to acquire shares under the SPP, you should read and consider the prospectus in its entirety and, if in any doubt, consult your professional advisor.

Further details about each of the Resolutions to give effect to the above are set out below.

BUSINESS

RESOLUTION 1: RATIFICATION OF PRIOR ISSUE OF SHARES

Resolution 1 seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 24,500,000 fully paid ordinary shares to unrelated professional, sophisticated and other exempt investors.

ASX Listing Rule 7.1 provides that, subject to Listing Rule 7.1A (among others), a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period.

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The Company obtained Shareholder approval under ASX Listing Rule 7.1A to issue shares under an additional 10% capacity at its 2015 Annual General Meeting.

Of the 24,500,000 first tranche of shares, 14,694,541 shares were issued pursuant to Listing Rule 7.1 and 9,805,459 were issued pursuant to Listing Rule 7.1A.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the previous issue of securities made pursuant to ASX Listing Rules 7.1 and/or 7.1A (provided that the previous issue of securities did not breach ASX Listing Rule 7.1) those securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1.

By ratifying the issue of the first tranche of placement shares by passing Resolution 1, the total placement capacities under Listing Rules 7.1 and 7.1A will be reinstated and the Company will retain the flexibility to issue equity securities in the future up to a total 25% annual placement capacity without the requirement to obtain prior shareholder approval. Any issue of shares under the reinstated Listing Rule 7.1A 10% capacity must still comply with the requirements which apply to issues under that Rule, including that shares are issued at a price which is at least 75% of the 15 day volume weighted average price of Manalto shares.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.5:

- (a) The number of securities issued was 24,500,000 fully paid ordinary shares;
- (b) The shares were issued at \$0.07 (7 cents) each;
- (c) The shares are fully paid ordinary shares in the Company having the same terms and rights as, and ranking equally with, the Company's existing listed fully paid ordinary shares;
- (d) The shares were issued to unrelated professional, sophisticated and other exempt investors who were invited to participate in the placement by the Lead Manager, Bell Potter Securities Limited;
- (e) Funds raised by the issue of the shares have been and are to be applied to day to day operations of the Company as working capital including payment of employee wages, operating costs and sales and marketing expenses, and to paying costs of the issue; and
- (f) A voting exclusion statement is contained in the Notice of General Meeting accompanying this Explanatory Statement.

RESOLUTION 2: APPROVAL FOR PROPOSED ISSUE OF SHARES

Resolution 2 seeks shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of 19,714,286 fully paid ordinary shares to unrelated professional, sophisticated and other exempt investors.

ASX Listing Rule 7.1 provides subject to Listing Rule 7.1A (among others), that a company must not, subject to specified exceptions, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period. One circumstance where an issue of securities is not taken into account in the calculation of this 15% threshold is where the issue has been previously approved by shareholders at a general meeting of the Company.

The following information is provided in accordance with the requirements of ASX Listing Rule 7.3:

- (a) The maximum number of securities that will be issued is 19,714,286 fully paid ordinary shares;
- (b) The shares are expected to be issued approximately five business days after the meeting, but in any event no later than three (3) months after the date of the meeting (unless permitted to be issued at a later date by an ASX waiver of the Listing Rules, the Corporations Act 2001 and/or the Australian Securities and Investments Commission);
- (c) The issue price of the shares will be \$0.07 (7 cents) each;

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- (d) The shares will be issued to unrelated professional, sophisticated and other exempt investors who were invited to participate in the placement by the Lead Manager, Bell Potter Securities Limited;
- (e) The shares to be issued are fully paid ordinary shares in the Company having the same terms and rights as, and will rank equally with, the Company's existing listed fully paid ordinary shares. The Company will apply to ASX for admission of the shares to quotation on ASX;
- (f) Funds raised by the issue of the shares will be applied to the day to day operations of the Company as working capital including payment of employee wages, operating costs and sales and marketing expenses, and to paying costs of the issue; and
- (g) A voting exclusion statement is contained in the Notice of General Meeting accompanying this Explanatory Statement.

RESOLUTION 3: APPROVAL TO ISSUE SHARES TO ECA VENTURES UNDER THE SHARE PLACEMENT

Resolution 3 seeks shareholder approval pursuant to ASX Listing Rule 10.11 for ECA Ventures LLC, a company associated with a Director of the Company, Mr Joseph Miller, to participate in tranche 2 of the share placement. Resolution 3 is subject to and conditional upon shareholders resolving to issue tranche 2 of the share placement as outlined in Resolution 2 of this Notice of General Meeting. If Resolution 2 is not passed then Resolution 3 will be withdrawn.

If Resolution 3 is passed it will permit ECA Ventures LLC to apply for and receive a maximum 1,428,571 shares from tranche 2 of the share placement. The current number of shares held by Mr Joseph Miller (and/or his associates) is set out in the table below:

Director	Shares (direct or indirect, or held by associates)	Percentage of total existing shares
Joseph Miller	12,533,160	10.4%

It is anticipated that, if Resolution 3 is passed, ECA Ventures LLC will be issued a total of 1,428,571 ordinary fully paid shares in the Company at an issue price of 7 cents (\$0.07) per share for total consideration of \$100,000. The number of shares to be held by ECA Ventures LLC following the issue is set out in the table below:

Director	Shares (direct or indirect, or held by associates) post tranche 2 issue	Percentage of total shares post tranche 2 issue
Joseph Miller	13,961,731	9.8%

The shares which may be issued to ECA Ventures LLC are included in and are not additional to the shares which are the subject of Resolution 2.

ASX Listing Rules

Listing Rule 10.11 requires a company to obtain the approval of shareholders for issuing shares to a related party of the Company. A related party include a director of the Company or an entity controlled by a Director or which is otherwise a related party of the Company.

Listing Rule 7.1 requires the prior approval of shareholders in general meeting to issue securities if the number of those securities exceeds 15% of the number of the same class of securities at the commencement of the relevant 12 month period. This rule does not apply in respect of an issue made with the approval of holders of ordinary securities under Listing Rule 10.11. If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1 and the Company retains its 15% annual placement capacity under Listing Rule 7.1.

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Corporations Act 2001 (Cth)

Pursuant to Chapter 2E of the Corporations Act a public company cannot give a 'financial benefit' to a 'related party' unless one of the exceptions to the section apply or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

Section 210 of the Corporations Act provides that one of the exceptions to the requirement to obtain shareholder approval for giving a financial benefit to a related party is where the benefit is given on arm's length terms, that is on terms that:

- (a) would be reasonable in the circumstances if the public company and the related party were dealing at arm's length; or
- (b) are less favourable to the related party than the terms referred to in paragraph (a).

The Company considers that the proposed issue of securities the subject of Resolution 3 will be on arm's length terms and, as such, falls within the exception set out in section 210 of the Corporations Act. The Company has reached this view as the shares to be applied for by ECA Ventures LLC are on identical terms to those being offered under the Share Placement to sophisticated, professional and other exempt investors, whom are arm's length investors in the Company.

The Listing Rules do not contain a similar exception. Therefore the Company is seeking approval under Listing Rule 10.11 notwithstanding the proposed issue being on arm's length terms.

Specific information:

Pursuant to and in accordance with Listing Rule 10.11, the following information is provided in relation to the Placement:

- (a) ECA Ventures LLC, is an associate of a Director of the Company, Mr Joseph Miller;
- (b) The maximum number of securities to be issued will be approximately 1,428,571 shares (subject to rounding). These shares are included in the total of 19,714,286 shares the subject of resolution 2;
- (c) The shares are expected to be issued approximately four weeks after the meeting, and no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (d) The issue price of the shares will be \$0.07 (7 cents) each;
- (e) The shares to be issued are fully paid ordinary shares in the Company having the same terms and rights as, and will rank equally with, the Company's existing listed fully paid ordinary shares. The Company will apply to ASX for admission of the shares to quotation on ASX;
- (f) Funds raised by the issue of the shares will be are to be applied to day to day operations of the Company as working capital including payment of employee wages, operating costs and sales and marketing expenses, and to paying costs of the issue;
- (g) A voting exclusion statement applies to this resolution under the Listing Rules.

RESOLUTION 4: ISSUE OF OPTIONS TO A DIRECTOR: MICHAEL QUINERT

Under ASX Listing Rule 10.11, shareholder approval is required for the issue of equity securities to a related party of a listed company. Once approval is obtained pursuant to Listing Rule 10.11, the Company is entitled to rely on Listing Rule 7.2, Exception 14 as an exception to any requirement that may otherwise apply requiring shareholder approval under Listing Rule 7.1.

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In accordance with existing remuneration and incentive arrangements, the Company proposes to issue 500,000 options to Non-Executive Director, Michael Quinert.

The Board has formed the view that the issue of options to Mr Quinert does not require shareholder approval under section 208 of the Corporations Act, as the issue of the options constitutes 'reasonable remuneration' in accordance with section 211 of the Corporations Act.

In compliance with the information requirements of ASX Listing Rule 10.13, shareholders are advised of the following particulars on the allotment and issue:

Maximum number of securities to be issued	500,000 options
Date of issue	Not later than one month after the date of the meeting.
Issue price per security	Nil
Terms of issue	Options will have an exercise price of \$0.20 per option and expire 4 years from the date of issue. Other terms and conditions of options are set out in Annexure A.
Persons to whom securities will be issued	Michael Quinert or his nominee.
Intended use of funds	No funds will be raised from the issue of Options

Any undirected proxies held by the Chair of the Meeting, will not be voted on Resolution 4 unless the box on the Proxy Form authorising the Chair to vote undirected proxies on Resolution 4 is marked. Other directors or other key management personnel or any of their closely related parties will not be able to vote undirected proxies on Resolution 4. 'Closely related parties' are defined by the Corporations Act, and include specified family members, dependants and companies they control. Please refer to the Proxy Form and the Proxy and Voting Instructions for further details.

If you chose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 4 by marking either "For", "Against" or "Abstain" on the Proxy Form.

The non-associated directors of the Company recommend shareholders vote in favour of Resolution 4.

RESOLUTION 5: ISSUE OF OPTIONS TO A DIRECTOR (AND HIS ASSOCIATE): ANTHONY OWEN

Under ASX Listing Rule 10.11, shareholder approval is required for the issue of equity securities to a related party of a listed company. Once approval is obtained pursuant to Listing Rule 10.11, the Company is entitled to rely on Listing Rule 7.2, Exception 14 as an exception to any requirement that may otherwise apply requiring shareholder approval under Listing Rule 7.1.

In accordance with existing remuneration and incentive arrangements, the Company proposes to issue 9,795,233 options to Managing Director, Anthony Owen, and 1,975,380 options to Chief Marketing Officer, Megan Owen. Megan is an associate of Anthony for the purposes of the Corporations Act and the issue of options to Megan therefore requires approval under ASX Listing Rule 10.11.

The Board has formed the view that the issue of options to Anthony and Megan Owen does not require shareholder approval under section 208 of the Corporations Act, as the issue of the options constitutes 'reasonable remuneration' in accordance with section 211 of the Corporations Act.

In compliance with the information requirements of ASX Listing Rule 10.13, shareholders are advised of the following particulars on the allotment and issue:

Maximum number of securities to be issued	11,770,613 options (9,795,233 options to Anthony Owen and 1,975,380 to Megan Owen)
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Date of issue	Not later than one month after the date of the meeting.
Issue price per security	Nil
Terms of issue	10,020,613 options will have an exercise price of \$0.20 per option. 1,750,000 options will have an exercise price of \$0.25 per option. Options will expire 4 years from the date of issue. Other terms and conditions of options are set out in Annexure A.
Persons to whom securities will be issued	9,795,233 options will be issued to Anthony Owen or his nominee and 1,975,380 options will be issued to Megan Owen or her nominee.
Intended use of funds	No funds will be raised from the issue of Options

Any undirected proxies held by the Chair of the Meeting, will not be voted on Resolution 5 unless the box on the Proxy Form authorising the Chair to vote undirected proxies on Resolution 5 is marked. Other directors or other key management personnel or any of their closely related parties will not be able to vote undirected proxies on Resolution 5. 'Closely related parties' are defined by the Corporations Act, and include specified family members, dependants and companies they control. Please refer to the Proxy Form and the Proxy and Voting Instructions for further details.

If you chose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 5 by marking either "For", "Against" or "Abstain" on the Proxy Form.

The non-associated directors of the Company recommend shareholders vote in favour of Resolution.

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ANNEXURE A

OPTION TERMS

- Each option entitles the holder, upon exercise, to one ordinary fully paid ordinary share (Share).
- Each option is exercisable at any time prior to 5.00pm Melbourne time on the date which is 4 years from the date of their issue (Expiry Date) by providing written notice together with the payment for the number of Shares in respect of which options are exercised to the registered office of the Company. Any option that has not been exercised prior to the Expiry Date automatically lapses.
- The Company will not apply for Official Quotation by ASX of the options.
- All Shares issued upon exercise of options will rank pari passu in all respects with, and will have the same terms as, the Company's then issued Shares. The Company will apply for Official Quotation by ASX of all Shares issued upon exercise of options, subject to any restriction obligations imposed by ASX.
- The options will not give any right to participate in dividends until Shares are issued pursuant to the exercise of the relevant options.
- The Company shall not effect any exercise of an option, if to do so would breach the ASX Listing Rules, the Corporations Act or any other law.
- 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. The Company will ensure that holders of the options will be allowed at least the number of days' notice required by the Listing Rules of ASX to allow for the conversion of options prior to the record date in relation to any offer of securities made to shareholders.
- In the event of any reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of options or the exercise price of the options or both shall be reconstructed in accordance with the Listing Rules applying to a reorganisation of capital at the time of the reconstruction.

Lodge your vote:**By Mail:**

to the Company at
PO Box 8694,
Armadale, VIC 3143

In Person:

to the Company at
Suite 1, 1233 High St,
Armadale, VIC 3143

Alternatively you can fax your form to
+61 (03) 9822 7735

┌ 000001 000 MTL
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

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**For your vote to be effective it must be received by 10:00am (Melbourne time)
on Sunday 21 February 2016**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Manalto Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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 to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Manalto Limited to be held at the offices of Quinert Rodda & Associates Pty Ltd, Suite 1, Level 6, 50 Queen Street, Melbourne, Victoria, 3000 on Tuesday 23 February 2016 at 10:00am (Melbourne time) and at any adjournment or postponement of that Meeting.

Important for Items 4 & 5 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default. By marking this box, you are expressly authorising the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Items 4 & 5 as set out in the Notice of Meeting. If you do not mark this box, and you have not otherwise directed your proxy how to vote on Items 4 & 5 the Chairman of the Meeting will not cast your votes on Items 4 & 5 and your votes will not be counted in computing the required majority if a poll is called on these items.

If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 4 & 5 by marking the appropriate box in step 2 below.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

I/We expressly authorise the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Items 4 & 5 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my/our proxy even though Items 4 & 5 are connected directly or indirectly with the remuneration of a member of key management personnel (which includes the Chairman).

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
ITEM 1	RATIFICATION OF PRIOR ISSUE OF SHARES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ITEM 2	APPROVAL FOR PROPOSED ISSUE OF SHARES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ITEM 3	APPROVAL TO ISSUE SHARES TO ECA VENTURES LLC	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ITEM 4	ISSUE OF OPTIONS TO A DIRECTOR - MICHAEL QUINERT	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
ITEM 5	ISSUE OF OPTIONS TO A DIRECTOR - ANTHONY OWEN	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /