



**FATFISH INTERNET GROUP LIMITED  
ACN 004 080 460**

**NOTICE OF GENERAL MEETING**

**The General Meeting of the Company will be held at Level 4,  
91 William St, Melbourne. Victoria 3000 on Thursday, 25  
January 2018 at 2pm AEDT**

*The Notice of General Meeting 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 prior to voting.*

*Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on +61 449 074 699.*

**Shareholders are urged to attend or vote by lodging the proxy form attached to the Notice**

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# FATFISH INTERNET GROUP LIMITED

ACN 004 080 460

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## NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of Shareholders of Fatfish Internet Group Limited (**Company**) will be held at Level 4, 91 William St, Melbourne, Victoria, on Thursday, 25 January 2018 at 2pm AEDT (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form 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 as Shareholders on Tuesday, 23 January 2018 at 5:00pm AEDT. Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in Schedule 1.

## AGENDA

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### 1. Resolution 1 - Ratification of prior issue of Tranche 1 Placement Shares

To consider and, if thought fit, to pass with or without amendment, each as a separate ordinary resolution the following:

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of:*

- (a) 52,751,059 Shares under Listing Rule 7.1; and
- (b) 35,248,941 Shares under Listing Rule 7.1A,

*on the terms and conditions in the Explanatory Memorandum."*

#### Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any persons who participated in the issue or their associate.

However, the Company need not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chair 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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## 2. Resolution 2 - Approval to issue Tranche 2 Placement Shares

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

*"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 40,000,000 Shares at \$0.05 each to raise up to \$2 million (before costs) on the terms and conditions in the Explanatory Memorandum."*

### Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in the proposed issue and any person who will obtain a material benefit as a result of the proposed issue (except a benefit solely solely by reason of being a holder of ordinary securities), or associate of those persons.

However, the Company need not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chair 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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## 3. Resolution 3 - Approval to issue Broker Options

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

*"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 20,000,000 Options on the terms and conditions in the Explanatory Memorandum."*

### Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Foster Stockbroking Pty Limited, Tony Mackay and Phillip Lord (and their respective nominees) and any person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company), or associate of those persons.

However, the Company need not disregard a vote if:

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

**BY ORDER OF THE BOARD**

Donald H Low  
**Company Secretary**  
Dated: 28 December 2017

For personal use only

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# FATFISH INTERNET GROUP LIMITED

ACN 004 080 460

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## EXPLANATORY MEMORANDUM

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### 1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Level 4, 91 William St, Melbourne. Victoria 3000, on Thursday, 25 January 2018 at 2pm AEDT.

The Explanatory Memorandum forms part of the Notice, which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Resolution 1 - Ratification of prior issue of Tranche 1 Placement Shares
Section 4	Resolution 2 - Approval to issue Tranche 2 Placement Shares
Section 5	Resolution 3 - Approval to issue Broker Options
Schedule 1	Definitions
Schedule 2	Terms and conditions of Broker Options

A Proxy Form is located at the end of the Explanatory Memorandum.

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### 2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

#### 2.1 Voting in person

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

#### 2.2 Proxies

(a) Voting by proxy

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy

Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (i) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (ii) a proxy need not be a member of the Company; and
- (iii) a member of the Company 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.

(b) Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- (i) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
- (ii) if the proxy has 2 or more appointments that specify different ways to vote on the resolution - the proxy must not vote on a show of hands;
- (iii) if the proxy is the chair of the meeting at which the resolution is voted on - the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (iv) if the proxy is not the chair - the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

(c) Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- (i) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- (ii) the appointed proxy is not the chair of the meeting;
- (iii) at the meeting, a poll is duly demanded on the resolution; and
- (iv) either the proxy is not recorded as attending the meeting or the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

The Chair intends to exercise all available proxies in favour of all Resolutions.

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### **3. Resolution 1 - Ratification of prior issue of Tranche 1 Placement Shares**

#### **3.1 General**

On 4 December 2017, the Company announced that it had received binding commitments for a two-tranche placement to raise a total of \$5.4 million before costs (**Placement**) by the issue of a total of 108 million Shares at \$0.05 each to sophisticated and professional investors (**Placement Participants**).

On 8 December 2017, the Company issued 88,000,000 Shares (**Tranche 1 Placement Shares**) at an issue price of 5 cents each to Placement Participants to raise \$4.4 million (before costs). The Company issued 52,751,059 Tranche 1 Placement Shares using the Company's placement capacity under Listing Rule 7.1 and 35,248,941 Tranche 1 Placement Shares under Listing Rule 7.1A.

The resolutions which form part of Resolution 1 seek Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the Tranche 1 Placement Shares.

The Board recommends that Shareholders vote in favour of each of the resolutions which form part of Resolution 1.

The resolutions which form part of Resolution 1 are ordinary resolutions.

#### **3.2 Listing Rules 7.1 and 7.1A**

Listing Rule 7.1 provides that an entity must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.1A provides that an eligible entity may seek shareholder approval at its annual general meeting to allow it to issue Equity Securities comprising up to 10% of its issued capital. The Company obtained this approval at its annual general meeting held on 30 May 2017.

#### **3.3 Listing Rule 7.4**

Listing Rule 7.4 provides an exception to Listing Rules 7.1 and 7.1A. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rules 7.1 and 7.1A (and provided that the previous issue did not breach Listing Rules 7.1 and 7.1A), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rules 7.1 and 7.1A, as applicable.

The effect of the resolutions which form part of Resolution 1 will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 and the additional 10% annual placement capacity set out in Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

### 3.4 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Tranche 1 Placement Shares:

- (a) a total of 88,000,000 Tranche 1 Placement Shares were issued on 8 December 2017 as follows:
  - (i) 52,751,059 Tranche 1 Placement Shares were issued within the 15% annual limit permitted under Listing Rule 7.1, without the need for Shareholder approval; and
  - (ii) 35,248,941 Tranche 1 Placement Shares were issued within the 10% limit permitted under Listing Rule 7.1A, without the need for Shareholder approval;
- (b) the Tranche 1 Placement Shares were issued at an issue price of 5 cents each;
- (c) the Tranche 1 Placement Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (d) the Tranche 1 Placement Shares were issued to the Placement Participants, none of whom is a related party of the Company;
- (e) a portion of the funds raised from the issue of the Tranche 1 Placement Shares are intended to be invested in the Kryptos-X cryptocurrency exchange project (as announced on 28 November 2017), with remaining funds to be used for the Company's current working capital requirements and to accelerate potential growth to build shareholder value in other emerging opportunities in the technology areas that the Company is working on; and
- (f) a voting exclusion statement is included in the Notice.

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## 4. Resolution 2 - Approval to issue Tranche 2 Placement Shares up to 40m shares

### 4.1 General

The Company has resolved to issue a further 20 million Shares under the Placement in addition to the remaining 20 million Shares which have not yet been issued, in order to raise an additional \$1 million, bringing the total amount to be raised under the Placement to \$5.4 million (before costs).

The Company does not currently have sufficient capacity available under Listing Rule 7.1 or Listing Rule 7.1A to issue the remaining 40 million Shares under the Placement (**Tranche 2 Placement Shares**).

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 40 million Tranche 2 Placement Shares to Placement Participants to raise up to \$2 million (before costs).

The Board recommends that Shareholders vote in favour of Resolution 2.

Resolution 2 is an ordinary resolution.



## 4.2 Listing Rule 7.1 and Listing Rule 7.4

Summaries of Listing Rule 7.1 and Listing Rule 7.4 are set out in Sections 3.2 and 3.3.

The effect of Resolution 2 will be to allow the Company to issue the Tranche 2 Placement Shares during the period of three months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

## 4.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the ratification of the issue of Tranche 2 Placement Shares:

- (a) a maximum of 40,000,000 Shares are to be issued as Tranche 2 Placement Shares;
- (b) the Tranche 2 Placement Shares will be issued no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (c) the Tranche 2 Placement Shares will be issued at \$0.05 each;
- (d) the Tranche 2 Placement Shares will be issued to Placement Participants, none of whom will be a related party of the Company;
- (e) the Tranche 2 Placement Shares will be issued as fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue;
- (f) the Company intends to use a portion of the funds raised from the issue of the Tranche 2 Placement Shares are intended to be invested in the Kryptos-X cryptocurrency exchange project (as announced on 28 November 2017), with remaining funds to be used for the Company's current working capital requirements and to accelerate potential growth to build shareholder value in other emerging opportunities in the technology areas that the Company is working on; and
- (g) it is intended that the Tranche 2 Placement Shares will be issued on the same date; and
- (h) a voting exclusion statement is included in the Notice.

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## 5. Resolution 3 - Approval to issue Broker Options

### 5.1 General

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 7.1 for the issue of up to 20 million Options to Foster Stockbroking Pty Limited, Tony Mackay and Phillip Lord (or their respective nominees) in consideration for broking services to be provided in respect of the Tranche 2 Placement Shares (**Broker Options**).

The Board recommends that Shareholders vote in favour of Resolution 3.

Resolution 3 is an ordinary resolution.

## 5.2 Listing Rule 7.1 and Listing Rule 7.4

Summaries of Listing Rule 7.1 and Listing Rule 7.4 are set out in Sections 3.2 and 3.3.

The effect of Resolution 3 will be to allow the Company to issue the Broker Options during the period of three months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

## 5.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the ratification of the issue of Broker Options:

- (a) the maximum number of Broker Options that may be issued is 20,000,000, in the following proportions:
  - (i) 10,000,000 Broker Options to Foster Stockbroking Pty Limited (or its nominees);
  - (ii) 5,000,000 Broker Options to Tony Mackay (or his nominees); and
  - (iii) 5,000,000 Broker Options to Phillip Lord (or his nominees);
- (b) the Broker Options will be issued no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules);
- (c) the Broker Options will be issued for nil cash consideration in satisfaction of broking services to be provided in relation to the Tranche 2 Placement Shares;
- (d) the Broker Options will be issued to Foster Stockbroking Pty Limited, Tony Mackay and Phillip Lord (or their respective nominees), none of whom is a related party of the Company;
- (e) the Broker Options will be exercisable at \$0.06 each, will expire 12 months from the date of issue, and will otherwise be issued on the terms and conditions set out in Schedule 2;
- (f) no funds will be raised from the issue of the Broker Options as the Broker Options will be issued as consideration for services provided to the Company; and
- (g) it is intended that the Broker Options will be issued on the same date; and
- (h) a voting exclusion statement is included in the Notice.

## Schedule 1 - Definitions

In the Notice, words importing the singular include the plural and vice versa.

**\$** means Australian Dollars.

**AEDT** means Australian Eastern Daylight Time being the time in Melbourne, Victoria.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means the ASX Limited ABN 98 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.

**Board** means the board of Directors.

**Broker Options** has the meaning given in Section 5.1.

**Chair** means the person appointed to chair the Meeting of the Company convened by the Notice.

**Company** means Fatfish Internet Group Limited ACN 004 080 460.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Director** means a director of the Company.

**Equity Security** has the same meaning as in the Listing Rules and **Equity Securities** has the corresponding meaning.

**Explanatory Memorandum** means the explanatory memorandum which forms part of the Notice.

**Listing Rules** means the listing rules of ASX.

**Meeting** has the meaning given in the introductory paragraph of the Notice.

**Notice** means this notice of general meeting.

**Option** means an option to acquire a Share.

**Placement** has the meaning given in Section 3.1.

**Placement Participants** has the meaning given in Section 3.1.

**Proxy Form** means the proxy form attached to the Notice.

**Resolution** means a resolution referred to in the Notice.

**Schedule** means a schedule to the Notice.

**Section** means a section of the Explanatory Memorandum.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a shareholder of the Company.

**Tranche 1 Placement Shares** has the meaning given in Section 3.1.

**Tranche 2 Placement Shares** has the meaning given in Section 4.1.

## Schedule 2 - Terms and conditions of Broker Options

Subject to and conditional upon any adjustment in accordance with these conditions, each Option entitles the holder to subscribe for one Share upon exercise of the Option.

### 1. Exercise Price

Subject to and conditional upon any adjustment in accordance with these conditions, the amount payable upon exercise of each Option will be \$0.06 per Option (**Exercise Price**).

### 2. Expiry Date

Each Option will expire at 5.00pm (Sydney time) on the date which is 12 months from the date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

### 3. Exercise Period

The Options are exercisable at any time from the date of their issue until the Expiry Date (**Exercise Period**).

### 4. 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.

### 5. 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**).

### 6. Timing of issue of Shares on exercise

Within 20 Business Days after the Exercise Date, the Company will:

- (a) allot and 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 the Exercise Price has been received by the Company in cleared funds;
- (b) if required, give ASX a notice that complies with section 708(5)(e) of the Corporations Act; and
- (c) if admitted to the official list of ASX at the time, apply for official quotation on the ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under paragraph 6(b) 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 30 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.

**7. Shares issued on exercise:**

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

**8. Quotation of Shares issued on exercise:**

If the Company is admitted to the official list of the ASX at the time, application will be made by the Company to the ASX for quotation of the Shares issued upon the exercise of the Options.

**9. Reconstruction of capital**

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

**10. Participation in new issues**

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

**11. Change in exercise price/number of Shares**

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

**12. Unquoted**

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

**13. Transferability**

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

# FATFISH INTERNET GROUP LTD

ACN: 004 080 460

**REGISTERED OFFICE:**  
C/O DW ACCOUNTING & ADVISORY  
PTY LTD  
LEVEL 4, 91 WILLIAM STREET  
MELBOURNE VIC 3000

**SHARE REGISTRY:**  
Security Transfer Australia Pty Ltd

**All Correspondence to:**  
PO BOX 52  
Collins Street West VIC 8007  
Suite 913, Exchange Tower  
530 Little Collins Street  
Melbourne VIC 3000  
T: 1300 992 916 F: +61 8 9315 2233  
E: registrar@securitytransfer.com.au  
W: www.securitytransfer.com.au

«Company\_code» «Sequence\_number»

«Holder\_name»  
«Address\_line\_1»  
«Address\_line\_2»  
«Address\_line\_3»  
«Address\_line\_4»  
«Address\_line\_5»

Code:

FFG

Holder Number:

«HOLDER\_NUM

## PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

### SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

The meeting chairperson

**OR**

or failing the person named, or if no person is named, the Chairperson 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, as the Proxy sees fit) at the General Meeting of the Company to be held at 2:00pm AEDT on Thursday 25 January 2018 at Level 4, 91 William St, Melbourne Victoria 3000 and at any adjournment of that meeting.

### SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

#### RESOLUTION

1. Ratification of prior issue of Tranche 1 Placement Shares
2. Approval to issue Tranche 2 Placement Shares
3. Approval to issue Broker Options

**For          Against          Abstain\***

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. \* If you mark the Abstain box for a particular item, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

**Proxies must be received by Fatfish Internet Group Ltd no later than 2:00pm AEDT on Tuesday 23 January 2018.**

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My/Our contact details in case of enquiries are:

Name:

Number:

(  )

### 1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

### 2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

### 3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

### 4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second Proxy, an additional Proxy form may be obtained by contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- a) On each of the Proxy forms, state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each Proxy may exercise, each Proxy may exercise half of your votes; and
- b) Return both forms in the same envelope.

### 5. SIGNING INSTRUCTIONS

**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 must sign.

**Power of Attorney:** to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

### 6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Fatfish Internet Group Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

#### Fatfish Internet Group Ltd

**Street Address** Fatfish Internet Group Limited  
C/- DW Accounting & Advisory Pty Ltd  
Level 4, 91 William St,  
Melbourne Victoria 3000.

**Facsimile** +61 3 9833 7063

**Email** dhlw@fatfishgroup.com

#### PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.



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