



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

NOTICE OF ANNUAL GENERAL MEETING

**The Annual General Meeting of the Company will be held at
the offices of the Company,
at Level 4, 91 William Street, Melbourne, Victoria
on Tuesday, 29 May 2018 at 2:00pm (AEDT).**

The Notice of Annual 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 (03) 8611 5353.

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

FATFISH INTERNET GROUP LIMITED

ACN 004 080 460

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Fatfish Internet Group Limited (Company) will be held at the offices of the Company, at Level 4, 91 William Street, Melbourne, Victoria, on Tuesday, 2 May 2018 at 2:00pm (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 Sunday, 27 May 2018 at 5:00pm (AEDT).

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in Schedule 1.

AGENDA

1. Annual Report

To consider the Annual Report of the Company and its controlled entities for the financial year ended 31 December 2017, which includes the Financial Report, the Directors' Report and the Auditor's Report.

2. Resolution 1 - Remuneration Report

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

"That the Remuneration Report be adopted by the Shareholders on the terms and conditions in the Explanatory Memorandum."

Voting Prohibition

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast by or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member.

A vote may be cast by such person if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) the person is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on this Resolution, but expressly authorises the Chair to exercise the proxy even if this Resolution is connected with the remuneration of a member of the Key Management Personnel.

3. Resolution 2 - Election of Director - Mr Anthony Mackay

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

"That, in accordance with Clause 13.1(c) of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Anthony Mackay, a Director who was appointed on 15 March 2018 retires and, being eligible, is elected as a Director".

4. Resolution 3 - Re-election of Director - Mr Jeffrey Hua Yuen Tan

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

"That, in accordance with Clause 13.3(a) of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Jeffrey Hua Yuen Tan, a Director who was appointed on 12 October 2011 retires and, being eligible, is elected as a Director".

5. Resolution 4 - Approval of 10% Placement Facility

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

"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and 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 participate in, or who will obtain a material benefit as a result of, the 10% Placement Facility (except a benefit solely by reason of being a holder of Shares), or any associate of that person.

The Company will not disregard a vote if:

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

6. Resolution 5 - Approval of variation to the terms of 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 Rules 6.23.4 and for all other purposes, Shareholders approve the variation to the terms of up to 20,000,000 Options held by or to be issued to Foster Stockbroking Pty Limited, Anthony Mackay and Phillip Lord (or their respective nominees) on the terms and conditions set out 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, Anthony Mackay and Phillip Lord (and their respective nominees) or any of their associates.

The Company will not disregard a vote if:

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

7. Resolution 6 - Approval to issue Remaining 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 5,000,000 Broker Options to Foster Stockbroking Pty Limited (or its nominees) 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 (and its nominees) and any person who might obtain a material benefit as a result of the proposed issue (except a benefit solely in the capacity of a holder of ordinary securities), or any associates 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



Jiahui Lan
Company Secretary
Dated: 24 April 2018

For personal use only

FATFISH INTERNET GROUP LIMITED

ACN 004 080 460

EXPLANATORY MEMORANDUM

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 the offices of the Company, at Level 4, 91 William Street, Melbourne, Victoria, on Tuesday, 29 May 2018 at 2:00pm (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	Annual Report
Section 4	Resolution 1 - Remuneration Report
Section 5	Resolution 2 - Election of Director - Mr Anthony Mackay
Section 6	Resolution 3 - Re-election of Director - Mr Jeffrey Hua Yuen Tan
Section 7	Resolution 4 - Approval of 10% Placement Facility
Section 8	Resolution 5 - Approval of variation to the terms of Broker Options
Section	Resolution 6 - Approval to issue Remaining Broker Options
Schedule 1	Definitions
Schedule 2	Terms and conditions of Remaining Broker Options

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

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.

2.3 Voting Prohibition by Proxy Holders (Remuneration of Key Management Personnel)

In accordance with section 250R of the Corporations Act, a vote on Resolution 1 must not be cast (in any capacity) by, or on behalf of:

- (a) a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report; or
- (b) a Closely Related Party of such member.

However, a person described above may cast a vote on Resolution 1 if the vote is not cast on behalf of a person who is excluded from voting on Resolution 1 and:

- (a) the person is appointed as proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) the person is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the resolution, but expressly authorises the Chair to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

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

3. Annual Report

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 31 December 2017.

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Annual Report which is available online at www.fatfish.co;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (d) the preparation and content of the Auditor's Report;
- (e) the conduct of the audit;

- (f) accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (g) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

4. Resolution 1 - Remuneration Report

In accordance with subsection 250R (2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Directors' Report contains the Remuneration Report which sets out the remuneration policy for the Company and the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

In accordance with subsection 250R (3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

If the Company's Remuneration Report receives a 'no' vote of 25% or more (**Strike**) at two consecutive annual general meetings, Shareholders will have the opportunity to remove the whole Board, except the managing director.

Where a resolution on the Remuneration Report receives a Strike at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the managing director, if any) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

The Remuneration Report did not receive a Strike at the last annual general meeting. If the Remuneration Report receives a Strike at this Meeting, Shareholders should be aware that if a second Strike is received at the following annual general meeting, this may result in the re-election of the Board.

The Chair will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on the Remuneration Report.

Resolution 1 is an ordinary resolution.

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

If the Chair is appointed as your proxy and you have not specified the way the Chair is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chair with an express authorisation for the Chair to vote the proxy in accordance with the Chair's intention, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company.

5. Resolution 2 - Election of Director - Mr Anthony Mackay

5.1 General

Clause 13.1(c) of the Constitution gives the Directors authority to appoint other Directors. That person holds office until the end of the next annual general meeting following their appointment and is eligible for election at that meeting.

In addition, Listing Rule 14.4 provides that a Director appointed as an addition to the Board must not hold office (without re-election) past the next annual general meeting.

Mr Anthony (Tony) Mackay was appointed as a Non-Executive Director of the Company by the Board on 15 March 2018.

Accordingly, Mr Mackay resigns as a Director at the Meeting and, being eligible, seeks approval to be elected as a Director.

5.2 Mr Tony Mackay

Mr Mackay is a respected Australian entrepreneur and executive who has an extensive track-record across global capital markets, especially in Asia and Europe. Mr Mackay is best known as the founding CEO and Chairman of Chi-X Europe and Global, the alternative stock trading platforms that disrupted securities trading across Europe, Australia, Canada and Japan. Chi-X Europe went on to become the largest trading venue for European Securities within 3 years of commencement with a market share of over 20% in the major markets. In 2011, Chi-X Europe was bought by a US Stock Exchange BATS, which was itself bought by CBOE this year.

Mr Mackay is considered to be an independent Director.

5.3 Board recommendation

The Board (excluding Mr Mackay) recommends that Shareholders vote in favour of Resolution 2.

Resolution 2 is an ordinary resolution.

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

6. Resolution 3 - Re-election of Director - Mr Jeffrey Hua Yuen Tan

6.1 General

Listing Rule 14.4 provides that a director of an entity must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is the longer.

Clause 13.3 of the Constitution provides that:

- (a) no director may hold office for a period in excess of 3 years, or beyond the third annual general meeting following the director's election, whichever is the longer, without submitting himself or herself for re-election;

- (b) there must be an election of directors at each annual general meeting. The director or directors to retire at each annual general meeting includes any one or more of the following, as applicable:
- (i) any director required to submit for election due to holding office for 3 years or 3 annual general meetings following the director's election, whichever is the longer;
 - (ii) any director required to submit for election due to being appointed since the last annual general meeting;
 - (iii) a person standing for election as a new director; or
 - (iv) if no such persons are standing for election or re-election under Clauses 3(b)(i) to 3(b)(iii), then the director who has been in office the longest since last being elected;
- (c) the requirement to retire by rotation does not apply to the Managing Director; and
- (d) a Director who retires by rotation under Clause 13.3 of the Constitution is eligible for re-election.

Accordingly, Mr Jeffrey Hua Yuen Tan, who was previously re-elected as a Director on at the Company's annual general meeting held on 28 May 2015, retires and being eligible, seeks approval to be re-elected as a Director.

6.2 Mr Jeffrey Hua Yuen Tan

Mr Tan has 16 years' experience in equities and derivatives markets and client portfolio advisory roles and has also facilitated resource and property projects in China and Vietnam. Mr Tan is a director of Fraden Projects Australia Pty Ltd, a company of foreign project management consultants that facilitated the development of the USD 300 million Yen SO Project with the local government and Gamuda Berhad. As a Director, Mr Tan has also facilitated the acquisitions and development of private ventures in China's Heilongjiang and Jilin Provinces.

Mr Tan is considered to be an independent Director.

6.3 Board recommendation

The Board (excluding Mr Tan) recommends that Shareholders vote in favour of Resolution 3.

Resolution 3 is an ordinary resolution.

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

7. Resolution 4 - Approval of 10% Placement Facility

7.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. Based on the ASX closing price on 23 April 2018, the Company has a market capitalisation of approximately \$19.44 million. The Company is an eligible entity.

The Company is now seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. The number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 7.2(c) below).

The Board unanimously recommends that Shareholders vote in favour of Resolution 4.

Resolution 4 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

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

7.2 Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to Shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the company.

The Company, as at the date of the Notice, has on issue one quoted class of Equity Securities: Shares.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of shares on issue 12 months before the date of issue or agreement:

(A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;

(B) plus the number of partly paid shares that became fully paid in the 12 months;

(C) plus the number of fully paid shares issued in the 12 months with Shareholder approval under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the

entity's 15% placement capacity without Shareholder approval;

- (D) less the number of fully paid shares cancelled in the 12 months.

Note that "A" has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with Shareholder approval under Listing Rule 7.1 or 7.4.

(d) **Listing Rule 7.1 and Listing Rule 7.1A**

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 7.2(c)).

(e) **Minimum Issue Price**

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) **10% Placement Period**

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of Shareholder approval of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

7.3 Listing Rule 7.1A

The effect of Resolution 4 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

7.4 Specific information required by Listing Rule 7.3A

In accordance with Listing Rule 7.3A, information is provided as follows:

(a) **Minimum issue price**

The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

If the Equity Securities are issued for non-cash consideration, then, In accordance with the Listing Rules, the Company will provide a valuation of the non-cash consideration to the market that demonstrates that the issue price of the securities complies with Listing Rule 7.1A.3.

(b) **Risk of economic and voting dilution**

If this Resolution is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Options, only if the Options are converted into Shares). There is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows:

- (iii) the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of the Notice;
- (iv) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require

Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

- (v) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2*		Dilution		
		\$0.021 50% decrease in Issue Price	\$0.042 Issue Price	\$0.084 100% increase in Issue Price
Current Variable A 462,754,681 Shares	10% Voting Dilution	46,275,468 Shares	46,275,468 Shares	46,275,468 Shares
	Funds raised	\$971,785	\$1,943,570	\$3,887,139
50% increase in current Variable A 694,132,022 Shares	10% Voting Dilution	69,413,202 Shares	69,413,202 Shares	69,413,202 Shares
	Funds raised	\$1,457,677	\$2,915,354	\$5,830,709
100% increase in current Variable A 925,509,362 Shares	10% Voting Dilution	92,550,936 Shares	92,550,936 Shares	92,550,936 Shares
	Funds raised	\$1,943,570	\$3,887,139	\$7,774,279

* The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table has been prepared on the following assumptions:

1. The issue price is \$0.042 being the closing price of the Shares on ASX on 23 April 2018, being the last day that the Company's Shares traded on the ASX before this Notice was printed.
2. The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
3. No convertible securities (including any issued under the 10% Placement Facility) are exercised or converted into Shares before the date of the issue of the Equity Securities.
4. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
5. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.

6. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
7. The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.

(c) **Final date for issue**

The Company will only issue the Equity Securities during the 10% Placement Period.

(d) **Purposes of issues under 10% Placement Facility**

The Company may seek to issue the Equity Securities for the following purposes:

- (i) cash consideration for continued investment in the Company's current assets, the acquisition of new assets or investments (including expenses associated with such an acquisition), and/or for general working capital; or
- (ii) non-cash consideration for the provision of services to the Company or the acquisition of new internet/technology projects, assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required under Listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

(e) **Allocation policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company.

Further, if the Company is successful in acquiring new projects, assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new projects, assets or investments.

(f) **Issues in the past 12 months**

The Company has previously obtained Shareholder approval under Listing Rule 7.1A at its Annual General Meeting held on 30 May 2017. In the 12 months preceding the date of the Meeting and as at the date of this Notice, the Company has issued 461,421,924 Equity Securities. This represents 273% of the total number of Equity Securities on issue at the commencement of that 12 month period and an increase in total Equity Securities on issue of 137% during the 12 month period (taking into account conversion from one class of Equity Securities to another).

Details of each issue of Equity Securities by the Company during the 12 months preceding the date of the Meeting are set out in the table below:

Date of Issue	Number of Securities	Type of Security	Recipient of Security	Issue Price and details of any discount to Market Price ¹ (if applicable)	Consideration, Use of Funds and Current Value ² as at the date of this Notice
9/6/17	119,835,962	Shares	Eligible Shareholders under a rights issue announced 16/5/17 (Rights Issue)	\$0.01 per Share, being the closing market price on the date of issue	\$1,198,360 (before costs) was raised, all of which has been expended on new investments into Internet businesses in the Australasia region and for working capital requirements.
9/6/17	119,835,962	Options ³	Eligible Shareholders under the Rights Issue	Nil issue price (free-attaching to Shares on a 1:1 basis)	Nil cash consideration. Free-attaching to Shares under the Rights Issue. Value: \$17,907,679
20/06/17	49,375,000	Shares	Existing Shareholders and new investors under the Rights Issue shortfall	\$0.01 per Share, being the closing market price on the date of issue	\$493,750 (before costs) was raised, all of which has been expended on new investments into Internet businesses in the Australasia region and for working capital requirements.
20/06/17	49,375,000	Options ³	Existing Shareholders and new investors under the Rights Issue shortfall	Nil issue price (free-attaching to Shares on a 1:1 basis)	Nil cash consideration. Free-attaching to Shares under the Rights Issue shortfall. Value: \$7,378,350

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Date of Issue	Number of Securities	Type of Security	Recipient of Security	Issue Price and details of any discount to Market Price ¹ (if applicable)	Consideration, Use of Funds and Current Value ² as at the date of this Notice
29/9/17	2,027,000	Shares	Holders of Options ³	\$0.011 per Share, representing a discount of 67% to the closing market price on the date of issue	\$22,297 (before costs) was raised, all of which has been expended on new investments into Internet businesses in the Australasia region and for working capital requirements.
6/10/17	3,302,000	Shares	Holders of Options ³	\$0.011 per Share, representing a discount of 76% to the closing market price on the date of issue	\$36,322 (before costs) was raised, all of which has been expended on new investments into Internet businesses in the Australasia region and for working capital requirements.
10/10/17	1,900,000	Shares	Holders of Options ³	\$0.011 per Share, representing a discount of 63% to the closing market price on the date of issue	\$20,900 (before costs) was raised, all of which has been expended on new investments into Internet businesses in the Australasia region and for working capital requirements.
17/10/17	3,750,000	Shares	Holders of Options ³	\$0.011 per Share, representing a discount of 73% to the closing market price on the date of issue	\$41,250 (before costs) was raised, all of which has been expended on new investments into Internet businesses in the Australasia region and for working capital requirements.
27/10/17	3,000,000	Shares	Holders of Options ³	\$0.011 per Share, representing a discount of 74% to the closing market price on the date of issue	\$33,000 (before costs) was raised, all of which has been expended on new investments into Internet businesses in the Australasia region and for working capital requirements.

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Date of Issue	Number of Securities	Type of Security	Recipient of Security	Issue Price and details of any discount to Market Price ¹ (if applicable)	Consideration, Use of Funds and Current Value ² as at the date of this Notice
8/12/17	88,000,000	Shares	Sophisticated and institutional investors under the Placement	\$0.05 per Share, representing a premium of 9% to the closing market price on the date of issue	\$4.4m (before costs) was raised, of which \$4.2m has been expended, with the remainder to also be spent on the Kryptos-X cryptocurrency exchange project and for working capital requirements.
22/12/17	373,866	Shares	Holders of Options ³	\$0.011 per Share, representing a discount of 84% to the closing market price on the date of issue	\$4,113 (before costs) was raised, all of which has been expended on new investments into Internet businesses in the Australasia region and for working capital requirements.
7/2/18	1,591,407	Shares	Holders of Options ³	\$0.011 per Share, representing a discount of 80% to the closing market price on the date of issue	\$17,505 (before costs) was raised, all of which has been expended on new investments into Internet businesses in the Australasia region and for working capital requirements.
9/2/18	20,000,000	Shares	Sophisticated and institutional investors under the Placement, as approved at the January Meeting	\$0.05 per Share, representing a discount of 6% to the closing market price on the date of issue	\$1m (before costs) was raised, of which none has been expended, but which will be spent on the Kryptos-X cryptocurrency exchange project and working capital requirements.
9/2/18	15,000,000	Options ⁴	Tony Mackay, Phillip Lord and Foster Stockbroking Pty Limited, as approved at the January Meeting	Nil issue price (nil cash consideration)	Part consideration for brokering services provided to the Company in connection with the Placement. Value: \$1,814,847
11/4/18	300,000	Shares	Holders of Options ³	\$0.011 per Share, representing a discount of 69% to the closing market price on the date of issue	\$3,300 (before costs) was raised, none of which has been expended, but which will be spent on working capital requirements.

Notes:

1. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. The value of unquoted Options is measured using the Black & Scholes pricing model. Measurement inputs include the Share price on the measurement date, the exercise price, the term of the Option, the impact of dilution, the expected volatility of the underlying Share (based on weighted average historic volatility adjusted for changes expected due to publicly available information), the expected dividend yield and the risk free interest rate for the term of the Option. No account is taken of any performance conditions included in the terms of the Option other than market based performance conditions (i.e. conditions linked to the price of Shares).
3. Unquoted Options exercisable at \$0.011 each on or before 9 June 2019.
4. Unquoted Options exercisable at \$0.06 each on or before 9 February 2019 (refer to Resolution 5).

(g) Voting exclusion statement

A voting exclusion statement is included in the Notice.

At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

8. Resolution 5 - Approval of variation to the terms of Broker Options

8.1 General

On 25 January 2018, the Company obtained Shareholder approval for various issues of securities at a general meeting (**January Meeting**), including for the issue of up to 20,000,000 unquoted Options (**Broker Options**) to certain parties in consideration for broking services connected to the placement announced 4 December 2017 (**Placement**).

The notice for the January Meeting stated that the Broker Options were to be issued for nil cash consideration, exercisable at \$0.06 each and expiring 12 months from the date of issue.

On 9 February 2018, the Company issued a total of 15,000,000 Broker Options, divided equally, to Mr Tony Mackay, Mr Phillip Lord and Foster Stockbroking Pty Limited (**Brokers**), with the intention of issuing a further 5,000,000 Broker Options to Foster's nominee upon receipt of an assignment letter (see Resolution 6).

Shareholder approval under Listing Rule 10.11 was not required for the issue of the Broker Options to Mr Mackay as Listing Rule 10.11 exception 6 applied.

It has since been brought to the Company's attention that the Broker Options have been incorrectly issued with a 12 month expiry term instead of 24 months pursuant to the terms agreed between the Company and the Brokers.

Pursuant to Resolution 5, the Company seeks approval to amend the terms of the Broker Options to extend the expiry date by 12 months to 9 February 2020 to reflect the terms agreed with the Brokers.

The Board (other than Mr Mackay) recommends that Shareholders vote in favour of Resolution 5.

Resolution 5 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 5.

8.2 Listing Rules 6.23.3 and 6.23.4

Listing Rule 6.23.3 applies in respect of changes affecting options and provides that a change which has the effect of increasing the period of exercise cannot be made.

The proposed amendments to the expiry date of the Broker Options will increase the period of exercise.

The ASX has granted the Company a waiver in respect of Listing Rule 6.23.3 to allow the amendments to the Broker Options, subject to Shareholder approval being obtained in respect of the amendments.

Listing Rule 6.23.4 provides that a change that is not prohibited under Listing Rule 6.23.3 can only be made if holders of ordinary securities approve the change.

It is a condition of the waiver that the Company obtain Shareholder approval for the proposed amendments to the Broker Options. Accordingly, Shareholder approval is being sought pursuant to Resolution 5.

9. Resolution 6 - Approval to issue Remaining Broker Options

9.1 General

As noted in Section 8.1 above, the Company previously obtained Shareholder approval for the issue of up to 20 million Broker Options but has only issued 15 million Broker Options to date. The Company intends to issue the remaining 5,000,000 Broker Options to Foster's nominee upon receipt of an assignment letter (**Remaining Broker Options**).

The previous Shareholder approval was valid only until 25 April 2018. Accordingly, the purpose of Resolution 6 is to refresh the approval for the issue of the Remaining Broker Options pursuant to Listing Rule 7.1 for the issue of up to 5 million Broker Options to Foster (or its nominees).

The Board recommends that Shareholders vote in favour of Resolution 6.

Resolution 6 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 6.

9.2 Listing Rule 7.1 and Listing Rule 7.4

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

The effect of Resolution 6 will be to allow the Company to issue the Remaining 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.

9.3 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 Remaining Broker Options:

- (a) the maximum number of Remaining Broker Options that may be issued is 5,000,000;
- (b) the Remaining 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 Remaining Broker Options will be issued for nil cash consideration in satisfaction of broking services to be provided in relation to the second tranche of the Placement;
- (d) the Remaining Broker Options will be issued to Foster or its nominees, none of whom is a related party of the Company;
- (e) the Remaining Broker Options will be exercisable at \$0.06 each and will otherwise be issued on the terms and conditions set out in Schedule 2 (being the same terms and conditions of the existing Broker Options). The Remaining Broker Options will expire on 9 February 2020, subject to Shareholder approval of Resolution 5. If Shareholder approval of Resolution 5 is not received, the Remaining Broker Options will expire on 9 February 2019;
- (f) no funds will be raised from the issue of the Remaining Broker Options as the Remaining Broker Options will be issued as consideration for services provided to the Company; and
- (g) it is intended that the Remaining 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.

10% Placement Facility has the meaning given in Section 7.1.

10% Placement Period has the meaning given in Section 7.2(f).

AEDT means Australian Eastern Daylight Time being the time in Sydney, New South Wales.

Annual Report means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 31 December 2017.

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.

Auditor's Report means the auditor's report on the Financial Report.

Board means the board of Directors.

Broker Options has the meaning given in Section 8.1.

Brokers has the meaning given in Section 8.1.

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

Clause means a clause of the Constitution.

Closely Related Party means:

- (a) a spouse or child of the member; or
- (b) has the meaning given in section 9 of the Corporations Act.

Company means Fatfish Internet Group Limited ACN 004 080 460.

Constitution means the constitution of the Company as at the date of the Meeting.

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

Director means a director of the Company.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

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.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Foster means Foster Stockbroking Pty Limited (ACN 088 747 148).

January Meeting means the general meeting of the Shareholders held on 25 January 2018.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any Director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

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 annual general meeting.

Option means an option to acquire a Share.

Placement has the meaning given in Section 8.1.

Proxy Form means the proxy form attached to the Notice.

Remaining Broker Options has the meaning given in Section 9.1.

Remuneration Report means the remuneration report of the Company contained in the Directors' Report.

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.

Strike means a 'no' vote of 25% or more on the resolution approving the Remuneration Report.

Trading Day has the meaning given in the Listing Rules.

VWAP means volume weighted average price.

Schedule 2 - Terms and conditions of Remaining Broker Options

1. Entitlement

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.

2. 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).

3. Expiry Date

Each Option will expire at 5.00pm (Sydney time) on 9 February 2020, provided that if Shareholder approval of Resolution 5 is not received, each Option will expire at 5.00pm (Sydney time) on 9 February 2019 (Expiry Date). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

4. Exercise Period

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

5. 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.

6. 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).

7. 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 7(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.

8. Shares issued on exercise:

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

9. 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.

10. 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.

11. 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.

12. 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.

13. Unquoted

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

14. 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 LIMITED

ACN 004 080 460

PROXY FORM

The Company Secretary
Fatfish Internet Group Limited

By post: Level 4, 91 Williams Street, Melbourne, Victoria 3000
By email: jiahui@dwaccounting.com.au

Name of Shareholder:

Address of Shareholder:

Number of Shares entitled to vote:

Please mark to indicate your directions. Further instructions are provided overleaf.

Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the Meeting.

STEP 1 - APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being Shareholder/s of the Company hereby appoint:

The Chair of the Meeting (mark box)

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

Or failing the person/body corporate named, or if no person/body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including 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 Annual General Meeting of the Company to be held at the offices of the Company, at Level 4, 91 Williams Street, Melbourne, Victoria, at 2:00pm (AEDT) on Tuesday, 29 May 2018, and at any adjournment or postponement of that Meeting.

CHAIR'S VOTING INTENTIONS IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intentions on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

IMPORTANT FOR RESOLUTION 1: If the Chair is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chair to exercise the proxy in respect of Resolution 1, even though this Resolution is connected directly or indirectly with the remuneration of the Company's Key Management Personnel.

STEP 2 - INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

The proxy is to vote for or against the Resolution referred to in the Notice as follows:

		For	Against	Abstain*
Resolution 1	Remuneration Report			
Resolution 2	Election of Director - Mr Anthony Mackay			
Resolution 3	Re-election of Director - Mr Jeffrey Hua Yuen Tan			
Resolution 4	Approval of 10% Placement Facility			
Resolution 5	Approval of variation to the terms of Broker Options			
Resolution 6	Approval to issue Remaining Broker Options			

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

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

Authorised signature/s This section *must* be signed in accordance with the instructions below to enable your voting instructions to be implemented.

Individual or Shareholder 1	Shareholder 2	Shareholder 3
Sole Director/Company Secretary	Director	Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____ Date _____

¹Insert name and address of Shareholder ² Insert name and address of proxy *Omit if not applicable

PROXY NOTES

A Shareholder entitled to attend and vote at the Annual General Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Annual General Meeting. If the Shareholder is entitled to cast 2 or more votes at the Annual General Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Annual General Meeting, the representative of the body corporate to attend the Annual General Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

You must sign this form as follows in the spaces provided:

- Joint Holding: where the holding is in more than one name all of the holders must sign.
- Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.
- Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Annual General Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (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 posted to or received by electronic transmission the offices of the Company (Level 4, 91 Williams Street, Melbourne, Victoria, 3000 or email jiahui@dwaccounting.com.au) not less than 48 hours prior to the time of commencement of the Annual General Meeting (AEDT).

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