

**COMMSCHOICE GROUP LIMITED ACN 619 196 539
NOTICE OF GENERAL MEETING ('EGM') 2019**

25 June 2019

Dear Shareholder,

I am pleased to invite you to attend the General Meeting ('EGM') of CommsChoice Group Limited ACN 619 196 539 (**Company**) to be held at 4:00 pm (AEST) on Tuesday, 23 July 2019 at 6 / 56 Clarence Street, Sydney, NSW 2000.

Registration of the EGM will be open from 3:30 pm (AEST) on Tuesday, 23 July 2019.

Formal business to be conducted at the EGM includes:

- Approval of the issue of Shares under the Placement;
- Approval of the issue of Shares to Directors under the Placement;
- Approval of the issue of Shares to the Underwriter (or sub-underwriters nominated by the Underwriter) under the Share Purchase Plan;
- Approval of Performance Rights Plan; and
- Approval of issue of Performance Rights to Directors.

Enclosed is a Notice of General Meeting with an explanatory memorandum including full detail on each of the above-mentioned items, together with your personalised proxy form.

If you are unable to attend the EGM we encourage you to lodge your proxy vote in advance online at (<https://www.votingonline.com.au/commschoicееgm2019>) or by returning the enclosed hard copy form in the reply-paid envelope to Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001.

Investor related questions are welcomed prior to the EGM. Questions can be directed to the Company Secretary via email: companysecretary@commschoice.com or via post: Level 6, 56 Clarence Street, Sydney, NSW 2000 by no later than Tuesday, 16 July 2019.

We look forward to welcoming you at the EGM.

Yours sincerely,



John Mackay
Chairman

NOTICE OF GENERAL MEETING ('EGM')

CommsChoice Group Limited
ACN: 619 196 539

Notice is hereby given that the EGM of the Shareholders of CommsChoice Group Limited (**Company**) will be held:

- on Tuesday, 23 July 2019.
- at 4:00 pm (AEST)
- at 6 / 56 Clarence Street, Sydney, NSW 2000.

IMPORTANT NOTICE

This Notice of General Meeting and Explanatory Memorandum (**Notice**) contains an explanation of, and important information about, the matters to be considered at the EGM. It is given to the Shareholders to help them determine how to vote on the Resolutions.

Shareholders should read this Notice in full before deciding if and how to vote on the Resolutions. If you are in doubt about what to do in relation to the Resolutions, you should consult your financial or other professional adviser.

This Notice is dated 25 June 2019.

ORDINARY BUSINESS

Resolution 1: Ratification of issue of Placement

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

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders approve and ratify the issue by the Company under a placement made on 17-19 June 2019 of 15,400,000 new fully paid ordinary shares to sophisticated and professional investors (**Placement**) on such terms as more particularly described in the explanatory statement which accompanies and forms part of this Notice of Meeting."*

Resolution 2: Approval of issue of Shares to Peter McGrath, Interim Managing Director and CEO

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, the Shareholders approve the issue by the Company of 7,500,000 new fully paid ordinary shares to Peter McGrath on such terms as more particularly described in the explanatory statement which accompanies and forms part of this Notice of Meeting."

Resolution 3: Approval of issue of Shares to Ben Jennings, 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, the Shareholders approve the issue by the Company of 2,500,000 new fully paid ordinary shares to Ben Jennings on such terms as more particularly described in the explanatory statement which accompanies and forms part of this Notice of Meeting."

Resolution 4: Approval of issue of Shares to John Mackay, Chairman

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, the Shareholders approve the issue by the Company of 500,000 new fully paid ordinary shares to John Mackay on such terms as more particularly described in the explanatory statement which accompanies and forms part of this Notice of Meeting."

Resolution 5: Approval of issue of Shares to the Underwriter (or sub-underwriters nominated by the Underwriter) pursuant to Share Purchase Plan

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

"That for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders approve the issue by the Company of up to a maximum of 25,000,000 new fully paid ordinary shares pursuant to the share purchase plan announced to the market on 11 June 2019 to Baillieu Limited as the Underwriter or sub-underwriters nominated by the Underwriter on such terms as more particularly described in the explanatory statement which accompanies and forms part of this Notice of Meeting."

Resolution 6: Approval of Company's Performance Rights Plan

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

"That, in accordance with ASX Listing Rule 7.2 (Exception 9), and for all other purposes, the Shareholders approve the CCG Performance Rights Plan on the terms detailed in the explanatory statement which accompanies and forms part of this Notice of Meeting and the Company be authorised to issue securities under the CCG Performance Rights Plan."

Resolution 7: Approval of Peter McGrath's participation in CCG Performance Rights Plan

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

"That, subject to Resolution 6 being passed, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the participation of Peter McGrath in CCG's Performance Rights Plan on the terms set out in the Explanatory Memorandum to this Notice of Meeting be approved."

Resolution 8: Approval of Grant Ellison's participation in CCG Performance Rights Plan

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

"That, subject to Resolution 6 being passed, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the participation of Grant Ellison in CCG's Performance Rights Plan on the terms set out in the Explanatory Memorandum to this Notice of Meeting be approved."

Resolution 9: Approval of John Mackay's participation in CCG Performance Rights Plan

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

"That, subject to Resolution 6 being passed, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the participation of John Mackay in CCG's Performance Rights Plan on the terms set out in the Explanatory Memorandum to this Notice of Meeting be approved."

Resolution 10: Approval of Ben Jennings' participation in CCG Performance Rights Plan

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

"That, subject to Resolution 6 being passed, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the participation of Ben Jennings in CCG's Performance Rights Plan on the terms set out in the Explanatory Memorandum to this Notice of Meeting be approved."

Resolution 11: Approval of Stephen Bell's participation in CCG Performance Rights Plan

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

"That, subject to Resolution 6 being passed, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the participation of Stephen Bell in CCG's Performance Rights Plan on the terms set out in the Explanatory Memorandum to this Notice of Meeting be approved."

VOTING EXCLUSIONS

1. The Company will disregard, for the purposes of **Resolution 1**, any votes cast in favour of Resolution 1 by or on behalf of:
 - a) persons who have participated in the issue of the New Shares under the Placement; and
 - b) an associate of persons who have participated in the issue of the New Shares under the Placement.
2. The Company will disregard, for the purposes of **Resolution 2**, any votes cast in favour of Resolution 2 by or on behalf of:
 - a) Mr Peter McGrath; and
 - b) an associate of Mr Peter McGrath.
3. The Company will disregard, for the purposes of **Resolution 3**, any votes cast in favour of Resolution 3 by or on behalf of:
 - a) Mr Ben Jennings; and
 - b) any associate of Mr Ben Jennings.
4. The Company will disregard, for the purposes **Resolutions 4**, any votes cast in favour of Resolution 4 by or on behalf of:
 - a) Mr John Mackay; and
 - b) any associate of Mr John Mackay.
5. The Company will disregard, for the purposes of **Resolution 5**, any votes cast in favour of Resolution 5 by or on behalf of:
 - a) the Underwriter;
 - b) any associate of the Underwriter;
 - c) any sub-underwriter nominated by the Underwriter; and
 - d) any associate of any sub-underwriter nominated by the Underwriter.
6. The Company will disregard, for the purposes of **Resolution 6**, any votes cast in favour of Resolution 6 by or on behalf of:
 - a) any of the 5 Directors or any of those employees of the Company who have been identified by the Board as initial participants in the CCG Performance Rights Plan, or any associate of those persons; and
 - b) a member of the Company's key management personnel (**KMP**) or a closely related party or associate of a KMP.

However, the Company need not disregard a vote, for the purposes of Resolution 6 if:

 - c) the vote is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form; and
 - d) the shareholder who directed that person how to vote is entitled to vote on the Resolution (e.g. the shareholder is not a KMP or a closely related party or associate of a KMP),

or

 - e) the voter is the Chairman of the Meeting and the appointment of the Chairman as proxy (by a shareholder who is entitled to vote on the Resolution) does not specify the way the proxy is to vote on the Resolution; and
 - f) the appointment expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a KMP.
7. The Company will disregard, for the purposes of **Resolution 7 to 11**, any votes cast in favour of Resolution 7 to 11 by or on behalf of:

- a) any of the 5 Directors of the Company as initial participants in the CCG Performance Rights Plan, or any associate of those persons.

However, the Company need not disregard a vote, for the purposes of Resolution 7 to 11 if:

- b) the vote is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form; and
c) the shareholder who directed that person how to vote is entitled to vote on the Resolution (e.g. the shareholder is not a closely related party or associate of any of the Directors),

or

- d) the voter is the Chairman of the Meeting and the appointment of the Chairman as proxy (by a shareholder who is entitled to vote on the Resolution) does not specify the way the proxy is to vote on the Resolution; and
e) the appointment expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of the Directors.

8. However, the Company need not disregard a vote on **Resolution 2, 3, 4, 7, 8, 9, 10 and 11** if:

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

By Order of the Board



Andrew Metcalfe

Company Secretary

25 June 2019

VOTING INSTRUCTIONS

Voting Entitlements

It has been determined (in accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations 2001 (Cth)) that for the purposes of the Meeting, the Company's shares will be taken to be held by the persons who are the registered Shareholders of the Company at 7.00pm (Melbourne time) on Sunday, 21 July 2019. Accordingly, those persons are entitled to attend and vote (if not excluded) at the Meeting.

If you are not the registered holder of a relevant Share at that time, you will not be entitled to vote at the Meeting.

Corporate Representatives

A body corporate which is a Shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed, unless it has previously been given to the Company.

How to Vote

You may vote by attending the Meeting in person, by proxy or authorised representative. Registration will commence just prior to the Meeting. To vote in person, attend the Meeting on the date and at the place set out above.

Voting at the Meeting

Ordinary resolutions require the support of more than 50% of the votes cast. Special resolutions require the support of at least 75% of the votes cast. All Resolutions to be tabled at the Meeting are ordinary resolutions.

Every question arising at this Meeting will be decided in the first instance by a show of hands. A poll may be demanded in accordance with the Company's Constitution.

On a show of hands, every Shareholder eligible to vote on the particular Resolution who is present in person or by proxy, representative or attorney, will have one vote. Upon a poll, every Shareholder eligible to vote on the particular Resolution who is present in person or by proxy, representative or attorney will have one vote for each Share held by that person.

Proxy Votes

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. Shareholders and their proxies should be aware of the requirements under the Corporations Act, as they will apply to this meeting.

A member who is entitled to vote at the Meeting may appoint:

- (a) one proxy if the member is only entitled to one vote; or
- (b) one or two proxies if the member is entitled to more than one vote.

Where the member appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise half of the votes, in which case any fraction of votes will be disregarded.

A proxy need not be a member of the Company.

If you require an additional proxy form, the Company will supply it on request.

The proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Company, at least 48 hours before the time for holding the Meeting (ie. by no later than 4:00 pm (AEST) on Sunday, 21 July 2019), at:

- (a) online: <https://www.votingonline.com.au/commschoiceegm2019>;
- (b) by mail: Boardroom Pty Limited, GPO Box 3993, Sydney, NSW 2001 Australia;
- (c) by fax: +61 2 9290 9655; or
- (d) by hand: Boardroom Pty Limited, Level 12, 225 George Street, Sydney, NSW 2000 Australia.

Proxies given by corporate Shareholders must be executed in accordance with their constitutions, or under the hand of a duly authorised attorney.

A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Company's constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item

of business, the proxy may vote on that item only in accordance with that direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.

If a Shareholder appoints the chairperson of the Meeting as the Shareholder's proxy and does not specify how the chairperson is to vote on an item of business, the chairperson will vote, as proxy for that Shareholder, in favour of the item on a poll.

You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the Proxy Form.

Voting Intention of the Chairman for all Resolutions

Shareholders should be aware that any undirected proxies given to the Chairman are intended to be cast by the Chairman and counted in favour of the Resolutions the subject of this Meeting, subject to compliance with the Corporations Act. In exceptional circumstances the Chairman may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

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EXPLANATORY MEMORANDUM TO COMMSCHOICE GROUP LIMITED NOTICE OF GENERAL MEETING ('EGM')

This Explanatory Memorandum forms part of this Notice of Meeting and has been prepared to provide Shareholders of the Company with sufficient information to consider the Resolutions contained in the accompanying Notice of General Meeting of the Company. The General Meeting of the Company will be held on Tuesday, 23 July 2019 commencing at 4:00 pm (AEST) at 6 / 56 Clarence Street, Sydney NSW 2000.

The Directors recommend that Shareholders read this Explanatory Memorandum carefully and in its entirety before making any decision in relation to the Resolutions.

Certain terms and abbreviations used in this Explanatory Memorandum have defined meanings which are explained in the Glossary appearing at the end of this Explanatory Statement.

RESOLUTIONS

Resolution 1: Ratification of issue of Placement

The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the placement of 15,400,000 New Shares that were issued on 17-19 June 2019 to sophisticated and professional investors pursuant to the Placement, under the Company's capacity to issue securities pursuant to Listing Rule 7.1.

ASX Listing Rule 7.1 provides that a company must not, during a 12-month period, issue or agree to issue in excess of 15% of the number of securities on issue at the commencement of that 12-month period without shareholder approval. At the Company's annual general meeting held on 19 November 2018, Shareholders approved a further 10% placement capacity pursuant to ASX Listing Rule 7.1A.

ASX Listing Rule 7.4 allows for the ratification of previous issues of securities which are not made with shareholder approval (or under another exception to ASX Listing Rule 7.1) provided that the issue of securities did not breach the Company's placement capacity under ASX Listing Rules 7.1 and 7.1A. If shareholders ratify the issue of securities at general meeting, those securities will be treated as having been made with approval for the purpose of ASX Listing Rule 7.1. If the Company's shareholders ratify the issue of New Shares that occurred on 17 June 2019, these securities will be deemed to have been issued with Shareholder approval.

Note, the Placement comprises a total of 25,900,000 New Shares. Of this total amount, Directors of the Company applied in aggregate for 10,500,000 New Shares. The New Shares applied for by Directors are subject to Resolutions 2 to 4 (inclusive) and therefore do not form part of the Shareholder approval sought under Resolution 1.

1.1 Reasons

The effect of the ratification of the issue of New Shares under the Placement is that the Company's placement capacity under ASX Listing Rule 7.1 will be reinstated, enabling it to issue further securities, subject to the ASX Listing Rules, in the next 12 months without shareholder approval.

1.2 Required information

In compliance with ASX Listing Rule 7.5, the Company provides the following information:

Number of securities issued	15,400,000 New Shares.
Fixed issue price per security	The New Shares were issued at a price of \$0.04 per New Share.
Recipients of issue	Sophisticated and professional investors.
Terms of securities	The New Shares under the Placement are fully paid ordinary shares and rank equally with other existing fully paid ordinary shares in the Company.
Use of funds raised	It is intended by the Board that the proceeds of the Placement (and other current capital raisings announced to the market on 11 June 2019) will be used primarily to broadly fund:

- (a) restructuring and related costs and the costs of the capital raisings (\$1.5 million); and
- (b) general working capital requirements including the costs of development of a new e-Commerce capability (\$0.5 million),

with any additional funds raised applied to working capital. Further breakdown of these costs are as below.

Specific use of funds

The funds raised will be used for the following:

- (a) staff reductions (\$600,000);
- (b) legal costs (\$220,000);
- (c) onerous contracts (\$460,000);
- (d) working capital (\$520,000), in part used to fund the online ordering/ e-commerce capability to drive expansion in the business segment; and
- (e) capital raising costs (\$200,000).

1.3 Voting

Some voters may not be allowed to vote on the Resolution. Please refer to the voting exclusion statement in the Notice of Meeting.

1.4 Board recommendation

The Board unanimously recommends that eligible shareholders vote in favour of Resolution 1.

Resolution 2: Approval of issue of Shares to Peter McGrath, Executive Director

2.1 Explanation

Peter McGrath has agreed to, directly or through one or more nominees, participate in the Placement by applying for 7,500,000 New Shares at \$0.04 per Share, subject to Shareholder approval at the Meeting.

Peter McGrath currently has a relevant interest in approximately 0.18% of the Shares. Assuming each of the Resolutions are passed and the underwritten amount under the SPP is raised, then once all issues of Shares contemplated by the Resolutions are completed, Peter McGrath will have a relevant interest in approximately 4.54% of the Shares. In broad terms, a person has a relevant interest in securities if the person holds the securities or has the power to control the right to vote attached to them or dispose of them.

2.2 Reasons

Under ASX Listing Rule 10.11, a listed company must obtain the approval of its shareholders before it can issue securities to a related party or a person whose relationship with the company or a related party is, in ASX's opinion, such that shareholders' approval should be obtained. Pursuant to ASX Listing Rule 7.2 (Exception 14), issues of securities that receive shareholder approval under ASX Listing Rule 10.11 do not take up any part of the Company's placement capacity.

2.3 Required information

In compliance with ASX Listing Rule 10.13, the Company provides the following information:

Name of the person	Peter McGrath, Interim CEO and Managing Director of the Company and a related party of the Company pursuant to section 228(2) of the Corporations Act.
Number of securities to be issued	7,500,000 New Shares, for a total subscription amount of \$300,000.
Date by which the	25 July 2019 and otherwise, no later than 30 days after the date of the Meeting.

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securities will be issued

Terms of securities	The New Shares are fully paid ordinary shares and rank equally with other existing fully paid ordinary shares in the Company.
Issue price per security	The New Shares will be issued at a price of \$0.04 per New Share.
Use of funds raised	<p>It is intended by the Board that the proceeds of the issue of Shares, along with the proceeds of the issue of Shares under Resolutions 1, 3, 4 and 5, will be used primarily to fund:</p> <ul style="list-style-type: none">(a) restructuring and related costs and the costs of the capital raisings (\$1.5 million); and(b) general working capital requirements including the costs of development of a new e-Commerce capability (\$0.5 million), <p>with any additional funds raised applied to working capital.</p>
Specific use of funds	<p>The funds raised will be used for the following:</p> <ul style="list-style-type: none">(a) staff reductions (\$600,000);(b) legal costs (\$220,000);(c) onerous contracts (\$460,000);(d) working capital (\$520,000), in part used to fund the online ordering/e-commerce capability to drive expansion in the business segment; and(e) capital raising costs (\$200,000).

2.4 Voting

Some voters may not be allowed to vote on the Resolution. Please refer to the voting exclusion statement in the Notice of Meeting.

2.5 Board recommendation

Other than Peter McGrath (who abstains from making a recommendation), the Board unanimously recommends that eligible shareholders vote in favour of Resolution 2.

Resolution 3: Approval of issue of Shares to Ben Jennings, Director

3.1 Explanation

Ben Jennings has agreed to, directly or through one or more nominees, apply for 2,500,000 New Shares at \$0.04 per Share, subject to Shareholder approval at the Meeting.

Ben Jennings currently has a relevant interest in approximately 6.79% of the Shares. Assuming each of the Resolutions are passed and the underwritten amount under the SPP is raised, then once all issues of Shares contemplated by the Resolutions are completed, Ben Jennings will have a relevant interest in approximately 6.84% of the Shares. In broad terms, a person has a relevant interest in securities if the person holds the securities or has the power to control the right to vote attached to them or dispose of them.

3.2 Reasons

Under ASX Listing Rule 10.11, a listed company must obtain the approval of its shareholders before it can issue securities to a related party or a person whose relationship with the company or a related party is, in ASX's opinion, such that shareholders' approval should be obtained. Pursuant to ASX Listing Rule 7.2 (Exception 14), issues of securities that receive shareholder approval under ASX Listing Rule 10.11 do not take up any part of the Company's placement capacity.

3.3 Required information

In compliance with ASX Listing Rule 10.13, the Company provides the following information:

Name of the person	Ben Jennings, Director of the Company and a related party of the Company pursuant to section 228(2) of the Corporations Act.
Number of securities to be issued	2,500,000 New Shares, for a total subscription amount of \$100,000.
Date by which the securities will be issued	25 July 2019 and otherwise, no later than 30 days after the date of the Meeting.
Terms of securities	The New Shares are fully paid ordinary shares and rank equally with other existing fully paid ordinary shares in the Company.
Issue price per security	The New Shares will be issued at a price of \$0.04 per New Share.
Use of funds raised	<p>It is intended by the Board that the proceeds of the issue of Shares, along with the proceeds of the issue of Shares under Resolutions 1, 2, 4 and 5, will be used primarily to fund:</p> <ul style="list-style-type: none">(a) restructuring and related costs and the costs of the capital raisings (\$1.5 million); and(b) general working capital requirements including the costs of development of a new e-Commerce capability (\$0.5 million), <p>with any additional funds raised applied to working capital.</p>
Specific use of funds	<p>The funds raised will be used for the following:</p> <ul style="list-style-type: none">(a) staff reductions (\$600,000);(b) legal costs (\$220,000);(c) onerous contracts (\$460,000);(d) working capital (\$520,000), in part used to fund the online ordering/e-commerce capability to drive expansion in the business segment; and(e) capital raising costs (\$200,000).

3.4 Voting

Some voters may not be allowed to vote on the Resolution. Please refer to the voting exclusion statement in the Notice of Meeting.

3.5 Board recommendation

Other than Ben Jennings (who abstains from making a recommendation), the Board unanimously recommends that eligible shareholders vote in favour of Resolution 3.

Resolution 4: Approval of issue of Shares to John Mackay, Chairman

4.1 Explanation

John Mackay has agreed to, directly or through one or more nominees, apply for 500,000 New Shares at \$0.04 per Share, subject to Shareholder approval at the Meeting.

John Mackay currently has a relevant interest in approximately 0.37% of the Shares. Assuming each of the Resolutions are passed and the underwritten amount under the SPP is raised, then once all issues of Shares contemplated by the Resolutions are completed, John Mackay will have a relevant interest in approximately

0.59% of the Shares. In broad terms, a person has a relevant interest in securities if the person holds the securities or has the power to control the right to vote attached to them or dispose of them.

4.2 Reasons

Under ASX Listing Rule 10.11, a listed company must obtain the approval of its shareholders before it can issue securities to a related party or a person whose relationship with the company or a related party is, in ASX's opinion, such that shareholders' approval should be obtained. Pursuant to ASX Listing Rule 7.2 (Exception 14), issues of securities that receive shareholder approval under ASX Listing Rule 10.11 do not take up any part of the Company's placement capacity.

4.3 Required information

In compliance with ASX Listing Rule 10.13, the Company provides the following information:

Name of the person	John Mackay or his nominee(s), Chairman of the Company and a related party of the Company pursuant to section 228(2) of the Corporations Act.
Number of securities to be issued	500,000 New Shares, for a total subscription amount of \$20,000.
Date by which the securities will be issued	25 July 2019 and otherwise, no later than 30 days after the date of the Meeting.
Terms of securities	The New Shares are fully paid ordinary shares and rank equally with other existing fully paid ordinary shares in the Company.
Issue price per security	The New Shares will be issued at a price of \$0.04 per New Share.
Use of funds raised	<p>It is intended by the Board that the proceeds of the issue of Shares, along with the proceeds of the issue of Shares under Resolutions 1, 2, 3 and 5, will be used primarily to fund:</p> <ul style="list-style-type: none">(a) restructuring and related costs and the costs of the capital raisings (\$1.5 million); and(b) general working capital requirements including the costs of development of a new e-Commerce capability (\$0.5 million), <p>with any additional funds raised applied to working capital.</p>
Specific use of funds	<p>The funds raised will be used for the following:</p> <ul style="list-style-type: none">(a) staff reductions (\$600,000);(b) legal costs (\$220,000);(c) onerous contracts (\$460,000);(d) working capital (\$520,000), in part used to fund the online ordering/e-commerce capability to drive expansion in the business segment; and(e) capital raising costs (\$200,000).

4.4 Voting

Some voters may not be allowed to vote on the Resolution. Please refer to the voting exclusion statement in the Notice of Meeting.

4.5 Board recommendation

Other than John Mackay (who abstains from making a recommendation), the Board unanimously recommends that eligible shareholders vote in favour of Resolution 4.

Resolution 5: Approval of issue of Shares to the Underwriter (or sub-underwriters nominated by the Underwriter) pursuant to Share Purchase Plan

5.1 Explanation

The Company seeks shareholder approval pursuant to ASX Listing Rule 7.1 to undertake a partially underwritten Share Purchase Plan offering its Eligible Shareholders the opportunity to apply for up to A\$15,000 of New Shares at an issue price of \$0.04 per Share (**SPP**). On 11 June 2019, the Company announced the SPP at an issue price being the same price as the Shares issued under the Placement to sophisticated and professional investors.

The SPP will only be open to existing Shareholders who were registered holders of Shares as at 7.00pm (Melbourne time) on Friday, 7 June 2019 with a registered address in Australia or New Zealand (**Eligible Shareholders**). The SPP is partially underwritten up to \$1,000,000 by Baillieu. However, the Company reserves the right to accept applications under the SPP in excess of this amount or to scale back applications in its sole discretion. If applications are scaled back, excess funds will be returned to applicants without interest.

Baillieu currently holds no Shares. If Baillieu were to subscribe for all the underwritten SPP Shares, its holding would increase to 25,000,000 Shares (representing approximately 14.65% of the Shares subject to all the Resolutions in this Notice being approved).

In the event that Eligible Shareholders do not subscribe for Shares under the SPP to the amount of \$1,000,000 or more, then, subject to this Resolution being approved, the resultant shortfall of up to \$1,000,000 will be placed to the Underwriter or to sub-underwriters nominated by the Underwriter. The Underwriter has entered into sub-underwriting agreements with a number of entities.

An underwriting fee of 5% of the value of all underwritten SPP Shares issued by the Company is payable to the Underwriter together with an issue management fee of 5% of all funds raised under the SPP.

5.2 Reasons

ASX Listing Rule 7.1 provides that a company must not, during a 12-month period, issue or agree to issue in excess of 15% of the number of securities on issue at the commencement of that 12-month period without shareholder approval.

ASX Listing Rule 7.2 (Exception 15) provides an exception for Eligible Shareholders to participate in the SPP without shareholder approval being required. However, this exception does not apply to underwriters. Accordingly, the purpose of Resolution 5 is to ensure that if there are any shortfall Shares taken up by the Underwriter, the issue of these Shares will not impact the Company's placement capacity.

The objective of the SPP is to raise capital. The underwriting by Baillieu provides certainty that a minimum amount of \$1,000,000 will be raised under the SPP. In accordance with ASX Listing Rule 7.8, all of the Shares issued under the SPP will rank equally in all respects with all other Shares on issue as at the date of issue and will carry the same voting rights, dividend rights and other entitlements as those Shares.

The Company proposes to issue and allot the Shares the subject of the SPP on or around 25 July 2019.

5.3 Required Information

In compliance with ASX Listing Rule 7.3, the Company provides the following information:

Number of securities to be issued	A maximum of 25,000,000 New Shares will be issued to the Underwriter or to sub-underwriters nominated by the Underwriter.
Fixed issue price per security	The New Shares will be issued at a price of \$0.04 per New Share.
Recipients of issue	The Underwriter or to sub-underwriters nominated by the Underwriter.
Terms of securities	The New Shares to be issued under the Share Purchase Plan are fully paid ordinary shares and rank equally with other existing fully paid ordinary shares in the Company.

Use of funds raised

It is intended by the Board that the proceeds of the Share Purchase Plan (along with the Placement) will be used primarily to fund:

- (a) restructuring and related costs and the costs of the capital raisings (\$1.5 million); and
- (b) general working capital requirements including the costs of development of a new e-Commerce capability (\$0.5 million),

with any additional funds raised applied to working capital.

Specific use of funds

The funds raised will be used for the following:

- (a) staff reductions (\$600,000);
- (b) legal costs (\$220,000);
- (c) onerous contracts (\$460,000);
- (d) working capital (\$520,000), in part used to fund the online ordering/e-commerce capability to drive expansion in the business segment; and
- (e) capital raising costs (\$200,000).

5.4 Voting

Some voters may not be allowed to vote on the Resolution. Please refer to the voting exclusion statement in the Notice of Meeting.

5.6 Board recommendation

The Board unanimously recommends that eligible shareholders vote in favour of Resolution 5.

Resolution 6: Approval of the CCG Performance Rights Plan

Resolution 6 seeks Shareholder approval for the new CCG Performance Rights Plan.

The CCG Board has approved the establishment of a new long-term incentive scheme in the form of a Performance Rights Plan (**PRP**) to provide an appropriate incentive to and seek to retain key employees and Directors.

The objective of the CCG Performance Rights Plan is to attract, motivate and retain Directors, employees and consultants and it is considered by the Company that the adoption of the PRP and the future issue of securities pursuant to the terms of the CCG Performance Rights Plan will provide eligible participants with the opportunity to participate in the future growth of the Company.

Any future issues of Shares under the CCG Performance Rights Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained, will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time.

Subject to Shareholder approval of Resolution 6, the Board has identified five Directors and eight employees as initial participants to be granted Performance Rights under the CCG Performance Rights Plan. The Board has decided that the eight employees will acquire an aggregate of 4,300,000 Performance Rights.

The Performance Rights proposed to be issued to Directors are the subject of Resolutions 7 to 11 (inclusive).

6.1 Rationale

The Board believes that the PRP will:

- (a) encourage participants to focus on creating value for Shareholders;
- (b) link reward with the achievement of long-term performance in the Company;
- (c) encourage participants to remain with the Company by providing them with the opportunity to hold a

financial stake in the Company; and

- (d) assist in the Company attracting high calibre Directors and employees.

6.2 Key Features

Directors and full-time and part-time employees of the Company or any of its subsidiaries (**Participants**), who are selected by the Board, will be eligible to participate in the PRP.

Participants are granted by the Company a specified number of Performance Rights under the PRP which are subject to restrictions to be determined by the Board. Each Performance Right represents a right to acquire an ordinary share in the capital of the Company (**Share**) at no cost i.e. effectively a share option with an exercise price set at zero.

The Board may determine that Performance Rights to be granted to Participants will be subject to:

- (a) 'Vesting Conditions'; and
- (b) 'Forfeiture Conditions',

which must be detailed in the invitations made to Participants.

The nature and content of the 'Vesting Conditions' are to be determined by the Board and may include conditions relating to any or all of:

- (a) continuing employment / engagement of services with the Company;
- (b) performance of the Participant;
- (c) performance of the Company; or
- (d) the occurrence of specific events.

Unless determined otherwise by the Board, while Performance Rights are held by a Participant under the PRP, they are subject to forfeiture if any of the following 'Forfeiture Conditions' are satisfied:

- (a) if the Participant ceases to be employed or provide services to the Company, but only in certain circumstances as set out in the rules of the PRP (summarised below at paragraph 6.3); or
- (b) if, in the opinion of the Board, any of the Vesting Conditions have not been or cannot be satisfied for any reason.

If the applicable 'Vesting Conditions' are satisfied, the Participant can choose to 'exercise' Performance Rights and acquire the Shares at any time between the date of vesting and expiry of the term of the Performance Rights.

6.3 Cessation of employment or office

In the event of resignation or dismissal, a Participant may retain all vested but unexercised Performance Rights granted under the PRP. However, unless the Participant is a special circumstances leaver such as a retiree, the Participant will forfeit unvested Performance Rights held at termination (subject to the Board's discretion to determine otherwise). A special circumstances leaver will generally retain a pro-rated portion of unvested Performance Rights held at termination and having regard to the extent to which any performance conditions have been achieved.

6.4 Other features

Unless the Board determines otherwise, Performance Rights granted under the PRP are not capable of being transferred or encumbered by a Participant.

Performance Rights do not carry any dividend or voting rights however Shares issued to Participants on exercise of a Performance Right carry the same rights and entitlements as other Shares on issue. The Company will not seek quotation of any Performance Rights on the ASX.

All unvested Performance Rights will automatically vest in the event of a Change of Control of the Company, defined under the rules of the PRP to mean:

- (a) the merger or consolidation of the Company into another company;
- (b) the acquisition of a minimum of 50% of Shares of the Company by one or more parties who are associated (as defined by the Corporations Act); or
- (c) any event which the Board determines, in its discretion, to be equivalent to an event referred to in (a) or (b) of the definition above.

6.5 Approval for the purposes of the ASX Listing Rules

Under Listing Rule 7.1, a listed company must not issue or agree to issue equity securities (or other securities with rights of conversion to equity (such as a Performance Right) exceeding 15% of its ordinary securities on issue in the previous 12 months unless it obtains the approval of its shareholders. An exception to Listing Rule 7.1 is that any issue under an employee incentive scheme within three years of the scheme being approved by members will not be counted when determining whether the 15% limit has been exceeded (Exception 9 in Listing Rule 7.2).

Accordingly, Shareholders are asked to give the Board approval to operate the PRP so that any Performance Rights granted under the PRP are approved as an exception to ASX Listing Rule 7.1.

6.6 Terms on which Performance Rights will be granted to key employees

The following additional terms will apply to the Performance Rights proposed to be awarded under the PRP to the eight employees.

Terms	Details												
Price payable to acquire Performance Rights	Nil												
Exercise Price	Nil (i.e. no amount is payable to exercise a Performance Right to acquire a Share in the Company)												
Term or Expiry Date	5 years from the date of grant												
Vesting Conditions	<p>The Performance Rights to be granted to employees will vest in the manner set out in the tables below, provided the following conditions are met:</p> <ol style="list-style-type: none"> I. The employees continue to provide services to the Company up to the date the Board makes a determination that the Vesting Conditions are met (Vesting Period); and II. the time (minimum vesting period) <u>and</u> share price hurdles set out below are satisfied: <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th colspan="2" style="background-color: #4F81BD; color: white; text-align: center;">TRANCHE A (applies to 50% of the total number of Performance Rights that may vest)</th> </tr> <tr> <th style="background-color: #A9A9A9; text-align: center;">Share price hurdle</th> <th style="background-color: #A9A9A9; text-align: center;">Minimum Vesting Period</th> </tr> </thead> <tbody> <tr> <td style="padding: 5px;"> CommsChoice Share price hurdle of \$0.125 achieved during the Term <i>*The share price hurdle must be reached on at least 20 consecutive trading days at any time during the Term of the Performance Rights in order to satisfy this hurdle.</i> </td> <td style="text-align: center; vertical-align: middle;"> 18 months from the Grant Date¹ </td> </tr> </tbody> </table> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th colspan="2" style="background-color: #4F81BD; color: white; text-align: center;">TRANCHE B (applies to 50% of the total number of Performance Rights that may vest)</th> </tr> <tr> <th style="background-color: #A9A9A9; text-align: center;">Share price hurdle</th> <th style="background-color: #A9A9A9; text-align: center;">Minimum Vesting Period</th> </tr> </thead> <tbody> <tr> <td style="height: 40px;"></td> <td style="height: 40px;"></td> </tr> </tbody> </table>	TRANCHE A (applies to 50% of the total number of Performance Rights that may vest)		Share price hurdle	Minimum Vesting Period	CommsChoice Share price hurdle of \$0.125 achieved during the Term <i>*The share price hurdle must be reached on at least 20 consecutive trading days at any time during the Term of the Performance Rights in order to satisfy this hurdle.</i>	18 months from the Grant Date ¹	TRANCHE B (applies to 50% of the total number of Performance Rights that may vest)		Share price hurdle	Minimum Vesting Period		
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TRANCHE B (applies to 50% of the total number of Performance Rights that may vest)													
Share price hurdle	Minimum Vesting Period												

<p>CommsChoice Share price hurdle of \$0.20 achieved during the Term</p> <p><i>*The share price hurdle must be reached on at least 20 consecutive trading days at any time during the Term of the Performance Rights in order to satisfy this hurdle.</i></p>	<p>30 months from the Grant Date¹</p>
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¹ This means that Performance Rights cannot vest until this minimum vesting period has been satisfied, regardless of when the share price hurdles are achieved.

If the above Vesting Conditions are not satisfied, or if the Board determines that they cannot be satisfied, employees will forfeit Performance Rights (unless the Board exercises its discretion to permit those Performance Rights to vest in accordance with the terms of the PRP).

6.7 Directors Recommendation

The Board abstains from making a recommendation in relation to Resolutions 6 – 11 (inclusive).

Resolution 6 – 11: Approval of Directors' participation in the CCG Performance Rights Plan

The Board proposes to grant Performance Rights under the PRP to the Company's:

- (a) Interim CEO and Managing Director, Peter McGrath; and
- (b) Executive Director, Grant Ellison.

The Board also proposes to grant Performance Rights under the PRP to the following non-executive Directors:

- (c) John Mackay (Chairman);
- (d) Ben Jennings; and
- (e) Stephen Bell.

It is proposed that all Directors participate in the PRP. The terms of the Performance Rights proposed to be granted to Directors are set out in paragraph 7.2 below.

7.1 Approval for the purposes of the ASX Listing Rules

ASX Listing Rule 10.14 provides that an entity must only allow Directors or their associates to acquire securities under an employee incentive scheme with the approval of shareholders and provided the Notice of Meeting complies with the requirements set out in ASX Listing Rules 10.15 or 10.15A. Pursuant to ASX Listing Rule 7.2 (Exception 14), issues of securities that receive shareholder approval under ASX Listing Rule 10.14 do require approval under ASX Listing Rule 7.1. The PRP is an employee incentive scheme for the purposes of the ASX Listing Rules.

The Board proposes to invite Peter McGrath and Grant Ellison and the abovenamed non-executive Directors to be granted Performance Rights under the PRP, and therefore seeks shareholder approval under ASX Listing Rule 10.14. The Performance Rights are issued to the three non-executive Directors in lieu of the level of Director fees paid.

7.2 Terms on which Performance Rights will be granted to Directors

The key terms of the Performance Rights to be granted under the PRP to Directors are set out in the following table:

Terms	Details
Number of Performance Rights	<p>Executive Directors:</p> <p>(a) Peter McGrath will be granted [9,000,000] Performance Rights (two separate tranches of [4,500,000] each); and</p>

	<p>(b) Grant Ellison will be granted [1,000,000] Performance Rights (two separate tranches of [500,000] each).</p> <p>Non-Executive Directors:</p> <p>(a) John Mackay will be granted [1,500,000] Performance Rights (two separate tranches of [750,000] each);</p> <p>(b) Ben Jennings will be granted [1,000,000] Performance Rights (two separate tranches of [500,000] each); and</p> <p>(c) Stephen Bell will be granted [1,000,000] Performance Rights (two separate tranches of [500,000] each).</p>						
Price payable to acquire Performance Rights	Nil						
Exercise Price	Nil (i.e. no amount is payable to exercise a Performance Right to acquire a Share in the Company)						
Term or Expiry Date	5 years from the date of grant						
Vesting Conditions	<p>The Performance Rights to be granted to Directors will vest in the manner set out in the tables below, provided the following conditions are met:</p> <p>I. The Directors continue to provide services to the Company up to the date the Board makes a determination that the Vesting Conditions are met (Vesting Period); and</p> <p>II. the time (minimum vesting period) <u>and</u> share price hurdles set out below are satisfied:</p> <table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr style="background-color: #4F81BD; color: white;"> <th colspan="2">TRANCHE A (applies to 50% of the total number of Performance Rights that may vest)</th> </tr> <tr style="background-color: #A9A9A9;"> <th style="width: 70%;">Share price hurdle</th> <th style="width: 30%;">Minimum Vesting Period</th> </tr> </thead> <tbody> <tr> <td> <p>CCG Share price hurdle of \$0.125 achieved during the Term</p> <p><i>*The share price hurdle must be reached on at least 20 consecutive trading days at any time during the Term of the Performance Rights in order to satisfy this hurdle.</i></p> </td> <td style="text-align: center; vertical-align: middle;"> <p>18 months from the Grant Date¹</p> </td> </tr> </tbody> </table>	TRANCHE A (applies to 50% of the total number of Performance Rights that may vest)		Share price hurdle	Minimum Vesting Period	<p>CCG Share price hurdle of \$0.125 achieved during the Term</p> <p><i>*The share price hurdle must be reached on at least 20 consecutive trading days at any time during the Term of the Performance Rights in order to satisfy this hurdle.</i></p>	<p>18 months from the Grant Date¹</p>
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Share price hurdle	Minimum Vesting Period						
<p>CCG Share price hurdle of \$0.125 achieved during the Term</p> <p><i>*The share price hurdle must be reached on at least 20 consecutive trading days at any time during the Term of the Performance Rights in order to satisfy this hurdle.</i></p>	<p>18 months from the Grant Date¹</p>						
Vesting Conditions (cont.)	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr style="background-color: #4F81BD; color: white;"> <th colspan="2">TRANCHE B (applies to 50% of the total number of Performance Rights that may vest)</th> </tr> <tr style="background-color: #A9A9A9;"> <th style="width: 70%;">Share price hurdle</th> <th style="width: 30%;">Minimum Vesting Period</th> </tr> </thead> <tbody> <tr> <td> <p>CCG Share price hurdle of \$0.20 achieved during the Term</p> <p><i>*The share price hurdle must be reached on at least 20 consecutive trading days at any time during the Term of the Performance Rights in order to satisfy this hurdle.</i></p> </td> <td style="text-align: center; vertical-align: middle;"> <p>30 months from the Grant Date¹</p> </td> </tr> </tbody> </table> <p>¹ This means that Performance Rights cannot vest until this minimum vesting period has been satisfied, regardless of when the share price hurdles are achieved.</p> <p>If the above Vesting Conditions are not satisfied, or if the Board determines that they cannot be satisfied, the Directors will forfeit Performance Rights (unless the Board exercises its discretion to permit those Performance Rights to vest in accordance with the terms of the PRP Rules).</p>	TRANCHE B (applies to 50% of the total number of Performance Rights that may vest)		Share price hurdle	Minimum Vesting Period	<p>CCG Share price hurdle of \$0.20 achieved during the Term</p> <p><i>*The share price hurdle must be reached on at least 20 consecutive trading days at any time during the Term of the Performance Rights in order to satisfy this hurdle.</i></p>	<p>30 months from the Grant Date¹</p>
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In accordance with ASX Listing Rules 10.14 and 10.15 and the Corporations Act, the following additional information is provided in relation to proposed participation in the PRP by Directors:

Maximum number of securities to be issued:	[13,500,000] Performance Rights in total will be acquired by the five Directors (refer to table above)
Price at which the securities will be issued:	Nil (refer to above table)
The date by which the Company will issue the Performance Rights:	The Board will grant the Performance Rights to Directors as soon as practicable following the General Meeting, subject to Shareholders approving the relevant resolutions, and in any case not later than 12 months after the date of the meeting.
Terms of any loan in relation to the issue of Performance Rights	No loan terms applicable
Information required under ASX Listing Rule 10.15.4A	<p>All the Directors of the Company, as listed above, are entitled to participate in the PRP. Subject to Shareholders approving Resolutions 6, 7, 8, 9, 10 and 11 details of any Performance Rights granted to Directors under the PRP will be published in the Company's annual report for the year in which the grant is made noting that approval for the grant was obtained under ASX Listing Rule 10.14.</p> <p>Any additional persons covered by Listing Rule 10.14 who become entitled to participate in the PRP after approval of these Resolutions and who were not named in this Notice of Meeting will not participate until approval is obtained under Listing Rule 10.14.</p>

7.3 Directors Recommendation

The Board abstains from making a recommendation in relation to Resolutions 6-11.

For personal use only

GLOSSARY

ASIC	means the Australian Securities and Investments Commission.
ASX	means ASX Limited or its financial market, the Australian Securities Exchange, as the context requires.
ASX Listing Rules	means the listing rules of ASX as they are amended from time to time.
Board	means the board of directors of CCG from time to time.
Company or CCG	means CommsChoice Group Limited ACN 619 196 539.
Constitution	means the Company's constitution.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Directors	means the directors of the Company.
Eligible Shareholders	existing Shareholders who were registered holders of Shares as at 7.00pm (Melbourne time) on Friday, 7 June 2019 with a registered address in Australia or New Zealand.
Explanatory Memorandum	means the explanatory notes to the Resolutions that forms part of the Notice of Meeting.
Meeting	means the general meeting of Shareholders called by the Notice of Meeting.
New Shares	means the Shares that have been or are proposed to be issued as part of the Placement on 17 June 2019.
Notice or Notice of Meeting or Notice of General Meeting	means this notice of general meeting and explanatory memorandum dated 25 June 2019.
Performance Rights	means the performance rights issued, subject to the Performance Rights Plan.
CCG Performance Rights Plan or Performance Rights Plan or PRP	means the performance rights plan contemplated by Resolution 6.
Placement	means the placement of Shares first announced by CCG to ASX on 11 June 2019.
Proxy Form	means the proxy form accompanying the Notice.
Resolutions	means the resolutions set out in the Notice.
Share	means a fully paid ordinary share in the capital of CCG.
Shareholder	means a holder of one or more Shares.
Share Purchase Plan or SPP	means the share purchase plan as first announced by CCG to ASX on 11 June 2019 and contemplated by Resolution 5.
Underwriter or Baillieu	means Baillieu Limited ABN 74 006 519 393.

All Correspondence to:

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

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 4:00pm (AEST) on Sunday, 21 July 2019.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** <https://www.votingonline.com.au/commschoicееgm2019>
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

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

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

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

STEP 3 SIGN THE FORM

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

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

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

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

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

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **4:00pm (AEST) on Sunday, 21 July 2019.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

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

- 🖥 **Online** <https://www.votingonline.com.au/commschoicееgm2019>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

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

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **CommsChoice Group Limited** (Company) and entitled to attend and vote 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 securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the General Meeting of the Company to be held at **Level 6, 56 Clarence Street, Sydney NSW 2000 on Tuesday, 23 July 2019 at 4:00pm (AEST)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

		FOR	AGAINST	ABSTAIN*			FOR	AGAINST	ABSTAIN*
Res 1	Ratification of issue of Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 7	Approval of Peter McGrath's participation in CCG Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 2	Approval of issue of Shares to Peter McGrath, Interim Managing Director and CEO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 8	Approval of Grant Ellison's participation in CCG Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 3	Approval of issue of Shares to Ben Jennings, Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 9	Approval of John Mackay's participation in CCG Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 4	Approval of issue of Shares to John Mackay, Chairman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 10	Approval of Ben Jennings' participation in CCG Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 5	Approval of issue of Shares to the Underwriter (or sub-underwriters nominated by the Underwriter) pursuant to Share Purchase Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 11	Approval of Stephen Bell's participation in CCG Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 6	Approval of Company's Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

STEP 3 SIGNATURE OF SECURITYHOLDERS

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2019