

ShareRoot Limited
Level 5, 126 Phillip Street
SYDNEY NSW
ACN: 063 144 865

www.shareroot.co



ShareRoot Limited

Notice of 2019 Annual General Meeting

Explanatory Statement | Proxy Form

27 November 2019

10:00AM AEDT

Address

Engine House
105 Wellington Street
St Kilda, VIC 3182

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

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Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10:00am AEDT on 27 November 2019 at Engine House, 105 Wellington Street, St Kilda, VIC 3182.

Your vote is important

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

Voting in person

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

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of ShareRoot Limited ACN 063 144 865 will be held at 10:00am AEDT on 27 November 2019 at Engine House, 105 Wellington Street, St Kilda, VIC 3182 (**Meeting**).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7:00pm AEDT on 25 November 2019.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

Ordinary business

Financial statements and reports

"To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2019 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report for that financial year."

Note: This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Resolutions

Remuneration Report

1. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's Annual Financial Report for the financial year ended 30 June 2019."

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company's key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person's Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter). However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote "against", or to abstain from voting on, this Resolution.

Re-election of Directors

2. Resolution 2 – Election of Mr Damon Rasheed as Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That Mr Damon Rasheed, a Director appointed as an additional Director and holding office until the next general meeting of the Company after his appointment in accordance with the Company's Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately."

3. Resolution 3 – Election of Mr Marat Basyrov as Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That Mr Marat Basyrov, a Director appointed as an additional Director and holding office until the next general meeting of the Company after his appointment in accordance with the Company's Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately."

4. Resolution 4 – Election of Dr Julian Chick as Director

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That Dr Julian Chick, a Director appointed as an additional Director and holding office until the next general meeting of the Company after his appointment in accordance with the Company's"

Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately."

Ratification of Prior Issue of Equity Securities

5. Resolution 5 – Ratification of Prior Issue of Options

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 22,000,000 unlisted options issued on 8 February 2019 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) a person who participated in the issue; or
- (b) an Associate of those persons.

However, the Company need not disregard a vote if:

- (i) 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
- (ii) 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 6 – Ratification of Prior Issue of Options

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 11,000,000 unlisted options issued on 21 March 2019 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) a person who participated in the issue; or
- (b) an Associate of those persons.

However, the Company need not disregard a vote if:

- (i) 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
- (ii) 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 7 – Ratification of Prior Issue of Options

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 11,000,000 unlisted options issued on 14 May 2019 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- (a) a person who participated in the issue; or
- (b) an Associate of those persons.

However, the Company need not disregard a vote if:

- (i) 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
- (ii) 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.

8. **Resolution 8 – Ratification of Prior Issue of Shares**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 325,268,959 shares issued on 24 July 2019 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:

- (a) a person who participated in the issue; or
- (b) an Associate of those persons.

However, the Company need not disregard a vote if:

- (i) 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
- (ii) 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.

9. **Resolution 9 – Ratification of Prior Issue of Shares**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 100,000,000 shares issued on 1 October 2019 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of:

- (a) a person who participated in the issue; or
- (b) an Associate of those persons.

However, the Company need not disregard a vote if:

- (i) 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
- (ii) 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.

Consolidation of Capital

10. **Resolution 10 – Consolidation of Capital**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That subject to the other Resolutions being passed, pursuant to section 254H of the Corporations Act and for all other purposes, the issued capital of the Company be consolidated on the basis that;

- (a) every 100 Shares be consolidated into one (1) Shares; and
- (b) every 100 Options be consolidated into one (1) Option,

and, where the Consolidation results in a fraction of a Share or Option being held, the Company be authorised to round that fraction down to the nearest whole Share or Option, with the consolidation taking effect on a date to be announced to the ASX in accordance with the requirements of the Listing Rules."

ASX Listing Rule 7.1A (Additional 10% Capacity)

11. Resolution 11 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 11 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of those persons.

However, the Company need not disregard a vote if:

- (i) 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
- (ii) 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.

New Employee Incentive Scheme and Issue of Incentives

12. Resolution 12 – Adoption of Long Term Incentive Plan (LTIP)

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 7.2 (exception 9(b)), sections 257B(1), 259B(2) and 260C(4) for all other purposes, the Shareholders of the Company approve the adoption of an employee incentive scheme titled the "Long Term Incentive Plan" (LTIP), on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 12 by or on behalf of:

- (a) any Director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company); or
- (b) an Associate of those persons.

However, the Company need not disregard a vote if:

- (i) 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
- (ii) 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.

13. Resolution 13 – Approval of Issue of Incentive Options to Dr Julian Chick, Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, subject to Resolution 12 being passed, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 2,000,0000 unlisted options (pre-Consolidation) under the LTIP to Dr Julian Chick, Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 13 by or on behalf of:

- (a) any Director of the Company who is eligible to participate in the employee incentive scheme in respect of which the approval is sought; or
- (b) an Associate of those persons.

However, the Company need not disregard a vote if:

- (i) 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
- (ii) 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.

14. **Resolution 14** – Approval of Issue of Incentive Options to Mr Marat Basyrov, Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, subject to Resolution 12 being passed, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 2,000,0000 unlisted options (pre-Consolidation) under the LTIP to Mr Marat Basyrov, Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 14 by or on behalf of:

- (a) any Director of the Company who is eligible to participate in the employee incentive scheme in respect of which the approval is sought; or
- (b) an Associate of those persons.

However, the Company need not disregard a vote if:

- (i) 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
- (ii) 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.

15. **Resolution 15** – Approval of Issue of Incentive Options to Mr Damon Rasheed, Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, subject to Resolution 12 being passed, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 2,000,000 unlisted options (pre-Consolidation) under the LTIP to Mr Damon Rasheed, Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 15 by or on behalf of:

- (a) any Director of the Company who is eligible to participate in the employee incentive scheme in respect of which the approval is sought; or
- (b) an Associate of those persons.

However, the Company need not disregard a vote if:

- (i) 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
- (ii) 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.

Change of Company Name

16. **Resolution 16** – Change of Company Name

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"That, for the purposes of section 157(1) of the Corporations Act and for all other purposes, the name of the Company be changed to "Opyl Limited" effective from the date ASIC alters the details of the Company's registration."

Issue of Options

17. Resolution 17 – Approval of Issue of Investor Options

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of up to 235,000,000 unlisted options (pre-Consolidation) to the Investors (or their nominees), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 17 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of those persons.

However, the Company need not disregard a vote if:

- (i) 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
- (ii) 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.

18. Resolution 18 – Approval of Issue of Advisor Options

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 25,000,000 unlisted options (pre-Consolidation) to Sanlam Private Wealth Pty Ltd (or its nominee), and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 18 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of those persons.

However, the Company need not disregard a vote if:

- (i) 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
- (ii) 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



David Hwang
Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 10:00am AEDT on 27 November 2019 at Engine House, 105 Wellington Street, St Kilda, VIC 3182.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

Agenda

Ordinary business

Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2019 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at www.shareroor.co.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by 20 November 2019.

Resolutions

Remuneration Report

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at www.shareroor.co.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2020 Annual General Meeting (**2020 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2020 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2020 AGM. All of the Directors who were in office when the 2020 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

Re-Election of Directors

Resolution 2 – Election of Mr Damon Rasheed as Director

The Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for re-election.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next general meeting and is then eligible for election as a Director of the Company.

Damon Rasheed was appointed as an additional Director of the Company on 1 February 2019 and has since served as a Director of the Company.

Under this Resolution, Damon Rasheed seeks election as a Director of the Company at this AGM.

Damon has had more than 20 years' experience in the tech sector, including founding several successful start-ups. He is the founder of the Rate Detective Group, one of Australia's largest financial comparison websites. He is also the co-founder of Advantage Data, a leading machine learning and AI consultancy business. His most recent venture is Aurum Data which has built a propriety AI model to value data and discover commercialisation strategies for data sets. He has sat on the boards of several private technology companies both in Australia and overseas.

Mr Rasheed's former roles include CEO of iBus Media Limited, one of the world's largest online media companies and as an economist assessing mergers at the Australian Competition and Consumer Commission (ACCC). Mr Rasheed holds a Masters Degree in Commerce (Hons) and a Degree in Economics (Hons) majoring in statistics.

Directors' recommendation

The Directors (excluding Mr Rasheed) recommend that Shareholders vote for this Resolution.

Resolution 3 – Election of Mr Marat Basyrov as Director

The Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for re-election.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next general meeting and is then eligible for election as a Director of the Company.

Marat Basyrov was appointed as an additional Director of the Company on 1 March 2019 and has since served as a Director of the Company.

Under this Resolution, Marat Basyrov seeks election as a Director of the Company at this AGM.

Marat is an experienced software engineer with a track record of success in developing and commercialising novel technologies across a number of sectors.

Directors' recommendation

The Directors (excluding Mr Basyrov) recommend that Shareholders vote for this Resolution.

Resolution 4 – Election of Dr Julian Chick as Director

The Company's Constitution provides that any Director appointed in addition to the existing Directors will hold office until the next following annual general meeting and is then eligible for re-election.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next general meeting and is then eligible for election as a Director of the Company.

Julian Chick was appointed as an additional Director and Chairman of the Company on 6 May 2019 and has since served as the Chairman of the Company.

Under this Resolution, Julian Chick seeks election as a Director of the Company at this AGM.

Dr Julian Chick is an executive with more than 25 years of experience in the biotechnology and medical technology industry as well as five year in investment banking. Having led both public and private companies, Dr Chick's previous roles include investment adviser, health care analyst for private equity investors, portfolio manager, investment banker and venture capitalist.

Dr Julian Chick has advanced a number of technologies from discovery through to market and led numerous capital raisings, M&A transactions, company restructurings, business development and licensing transactions.

Dr Julian Chick has a background with ShareRoot, as a shareholder and later working as an independent advisor on the Social Science transaction in April 2018 and more recently in the development of the Media Consent Medical functionality and market entry plan with Michelle Gallaher, ShareRoot CEO, over the past six months.

Directors' recommendation

The Directors (excluding Dr Chick) recommend that Shareholders vote for this Resolution.

Ratification of Prior Issue of Equity Securities

Resolution 5 – Ratification of Prior Issue of Options

Background

As announced by the Company on 8 February 2019 the Company issued 22,000,000 unlisted options utilising the Company's existing capacity under Listing Rule 7.1.

The options were issued to two incoming Directors (Messrs Damon Rasheed and Harvey Kaplan) as part of their respective appointments to the Board of the Company pursuant to Listing Rule 10.12

(exception 6)

ASX Listing Rule 7.1

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 22,000,000 unlisted options, which was issued on 8 February 2019.

All of the options were issued by utilising the Company's existing capacity under Listing Rule 7.1.

Listing Rule 7.1 allows an entity to issue (or agree to issue) up to 15% of the Company's fully paid ordinary shares on issue in any 12 month period without the approval of the Shareholders of the Company.

Listing Rule 7.4 provides that where an entity in a 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 purposes of Listing Rule 7.1, thereby "refreshing" the Company's capacity under Listing Rule 7.1.

Therefore, the effect of approval of this Resolution is to allow the entity to retain the flexibility to issue additional securities within the 15% capacity under Listing Rule 7.1 after this Resolution is adopted.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Company issued 22,000,000 unlisted options.
- (b) Each of the options were issued for nil cash consideration.
- (c) The full terms of the options are as follows:
 - (i) Exercise price: \$0.005 per option;
 - (ii) Vesting conditions: 12 months from the date of issue; and
 - (iii) Expiry date: 5 years from the date of issue.
- (d) The options were issued to Messrs Damon Rasheed and Harvey Kaplan, incoming Directors of the Company, as part of their appointments to the Board of the Company. As of the date of this Notice, Mr Rasheed remains a Director of the Company, however, Mr Kaplan resigned on 6 April 2019.
- (e) Funds were not raised from the issue of the options, as they were issued to incoming Directors as part of their appointments to the Board of the Company.

Directors' recommendation

The Board of Directors (excluding Mr Rasheed) recommend that Shareholders vote for this Resolution.

Resolution 6 – Ratification of Prior Issue of Options

Background

As announced by the Company on 21 March 2019, the Company issued 11,000,000 unlisted options utilising the Company's existing capacity under Listing Rule 7.1.

The options were issued to an incoming Director (Mr Marat Basyrov) as part of his appointment to the Board of the Company pursuant to Listing Rule 10.12 (exception 6).

ASX Listing Rule 7.1

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 11,000,000 unlisted options, which was issued on 21 March 2019.

All of the options were issued by utilising the Company's existing capacity under Listing Rule 7.1.

Listing Rule 7.1 allows an entity to issue (or agree to issue) up to 15% of the Company's fully paid ordinary shares on issue in any 12 month period without the approval of the Shareholders of the Company.

Listing Rule 7.4 provides that where an entity in a 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 purposes of Listing Rule 7.1, thereby “refreshing” the Company’s capacity under Listing Rule 7.1.

Therefore, the effect of approval of this Resolution is to allow the entity to retain the flexibility to issue additional securities within the 15% capacity under Listing Rule 7.1 after this Resolution is adopted.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Company issued 11,000,000 unlisted options.
- (b) Each of the Options were issued for nil cash consideration.
- (c) The full terms of the options are as follows:
 - (i) Exercise price: \$0.005 per option;
 - (ii) Vesting conditions: 12 months from the date of issue; and
 - (iii) Expiry date: 5 years from the date of issue.
- (d) The options were issued to Mr Marat Basyrov, incoming Director of the Company, as part of his appointment to the Board of the Company. As of the date of this Notice, Mr Basyrov remains a Director of the Company.
- (e) Funds were not raised from the issue of the options, as they were issued to an incoming Director as part of his appointment to the Board of the Company.

Directors’ recommendation

The Board of Directors (excluding Mr Basyrov) recommend that Shareholders vote for this Resolution.

Resolution 7 – Ratification of Prior Issue of Options

Background

As announced by the Company on 14 May 2019, the Company issued 11,000,000 unlisted options utilising the Company’s existing capacity under Listing Rule 7.1.

The options were issued to an incoming Director and Chairman (Dr Julian Chick) as part of his appointment to the Board of the Company.

ASX Listing Rule 7.1

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 11,000,000 unlisted options, which was issued on 14 May 2019.

All of the options were issued by utilising the Company’s existing capacity under Listing Rule 7.1.

Listing Rule 7.1 allows an entity to issue (or agree to issue) up to 15% of the Company’s fully paid ordinary shares on issue in any 12 month period without the approval of the Shareholders of the Company.

Listing Rule 7.4 provides that where an entity in a 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 purposes of Listing Rule 7.1, thereby “refreshing” the Company’s capacity under Listing Rule 7.1.

Therefore, the effect of approval of this Resolution is to allow the entity to retain the flexibility to issue additional securities within the 15% capacity under Listing Rule 7.1 after this Resolution is adopted.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Company issued 11,000,000 unlisted options.
- (b) Each of the Options were issued for nil cash consideration.
- (c) The full terms of the options are as follows:
 - (i) Exercise price: \$0.005 per option;

- (ii) Vesting conditions: 12 months from the date of issue; and
- (iii) Expiry date: 5 years from the date of issue.
- (d) The options were issued to Dr Julian Chick incoming Director of the Company, as part of his appointment to the Board of the Company. As of the date of this Notice, Dr Chick remains a Director of the Company and Chairman of the Board.
- (e) Funds were not raised from the issue of the options, as they were issued to an incoming Director as part of his appointment to the Board of the Company.

Directors' recommendation

The Board of Directors (excluding Dr Chick) recommend that Shareholders vote for this Resolution.

Resolution 8 – Ratification of Prior Issue of Shares

Background

As announced by the Company on 24 July 2019, the Company issued 325,268,959 Shares at an issue price of \$0.001 per Share, raising \$325,269 (before costs). All of the Shares were issued by utilising the Company's existing capacity under Listing Rule 7.1 and Listing Rule 7.1A.

ASX Listing Rules 7.1 and 7.1A

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 325,268,959 Shares, which was issued on 24 July 2019

121,762,410 Shares were issued under Listing Rule 7.1 and 203,506,549 Shares were issued under Listing Rule 7.1A.

Listing Rule 7.1 allows an entity to issue (or agree to issue) up to 15% of the Company's fully paid ordinary shares on issue in any 12 month period without the approval of the Shareholders of the Company.

Listing Rule 7.1A provides that, in addition to issues permitted without prior Shareholder approval under Listing Rule 7.1, an entity that is eligible and obtains Shareholder approval under Listing Rule 7.1A may issue (or agree to issue) during the period for which the approval is valid a number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in Listing Rule 7.1A. The Company is an eligible entity and sought and received Shareholder approval for this additional 10% capacity at the Company's annual general meeting last year.

Listing Rule 7.4 provides that where an entity in a 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 under Listing Rule 7.1, thereby "refreshing" the Company's capacity under Listing Rule 7.1. A note to Listing Rule 7.4 also provides it can also be used to ratify previous issue of securities made with approval pursuant to Listing Rule 7.1A.

Therefore, the effect of approval of this Resolution is to allow the entity to retain the flexibility to issue additional securities within the 15% capacity under Listing Rule 7.1 and the additional 10% capacity under Listing Rule 7.1A, after this Resolution is adopted.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Company issued 325,268,959 Shares.
- (b) Each of the Shares were issued at an issue price of \$0.001 per Share.
- (c) The Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) The Shares were issued to institutional, sophisticated and professional investors.
- (e) Funds raised from the issue of the Shares have been and will be used by the Company for the following purposes:

- (i) scale the existing revenue-generating digital client services capabilities and capacity;
- (ii) complete and launch new technology products and roll out marketing campaigns;
- (iii) continue development of MediaConsent Clinical;
- (iv) re-name ShareRoot to reposition the Company within the target market;
- (v) fund ongoing working capital and strengthen the Company's balance sheet; and
- (vi) costs in relation to the capital raising.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Resolution 9 – Ratification of Prior Issue of Shares

Background

As announced by the Company on 11 April 2019, the Company entered into a Converting Loan Agreement (**Loan Agreement**) with Antanas Gouga, securing \$200,000 of funding for the Company. Under the terms of the Loan Agreement, interest accrues at 8% per annum calculated on a 6 monthly basis and the loan expires on 30 March 2020, by which the loan must be either fully repaid or converted to shares in the Company. The loan may be converted to fully paid ordinary shares at the conversion rate of \$0.001 per share.

Accordingly, the Company issued 100,000,000 fully paid ordinary shares to Antanas Gouga on 1 October 2019, to repay \$100,000 of the loan via a debt to share conversion at a conversion rate of \$0.001 per share. The shares were issued utilising the Company's existing capacity under Listing Rule 7.1.

ASX Listing Rule 7.1

This Resolution proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 100,000,000 fully paid ordinary shares, which was issued on 1 October 2019.

All of the shares were issued by utilising the Company's existing capacity under Listing Rule 7.1.

Listing Rule 7.1 allows an entity to issue (or agree to issue) up to 15% of the Company's fully paid ordinary shares on issue in any 12 month period without the approval of the Shareholders of the Company.

Listing Rule 7.4 provides that where an entity in a 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 purposes of Listing Rule 7.1, thereby "refreshing" the Company's capacity under Listing Rule 7.1.

Therefore, the effect of approval of this Resolution is to allow the entity to retain the flexibility to issue additional securities within the 15% capacity under Listing Rule 7.1 after this Resolution is adopted.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Company issued 100,000,000 fully paid ordinary shares.
- (b) Each of the shares were issued for nil cash consideration.
- (c) The shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) The shares were issued to Antanas Gouga.
- (e) Funds were not raised from the issue of the shares, as the shares were issued to repay outstanding amounts under the Loan Agreement between the Company and Antanas Gouga.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Consolidation of Capital

Resolution 10 – Consolidation of Capital

This Resolution seeks Shareholder approval to consolidate the total number of existing Securities on issue in the event that all the Resolutions under this Notice of Meeting are passed by Shareholders, on a hundred (100) for one (1) basis (**Consolidation**). The Consolidation is proposed by the Company to reduce the number of Shares on issue and to increase the price per Share in the manner described below.

A summary of the effect of the Consolidation on the Company's capital structure as at the date of this Notice is as follows:

Table 1 – Effect of Consolidation

Existing Securities	Current number	Post-Consolidation (subject to rounding)
Existing Shares	2,189,065,499	21,890,655
Existing Options	139,698,438	1,396,984
Total	2,328,763,937	23,287,639

Effect of Resolution to Shareholders

As the Consolidation applies equally to all Shareholders of the Company (subject only to the rounding of fractions), it will have no material effect on the percentage interest of each existing Shareholder in the Company.

Theoretically, the market price of each Share following Consolidation should increase by 100 times its current value. Practically, the actual effect on the market price of each Share will be dependent upon a number of factors which will not be within the control of the Company. Therefore, this may result in the market price of each Share following consolidation being higher or lower than the theoretical post-Consolidation price.

Effect of Resolution to Optionholders

The effect of the Consolidation is to reduce the number of Options on issue at the commencement of meeting from 139,698,438 to 1,396,984 (subject to rounding) as well as increasing the exercise price of each Option by an inverse proportion to the Consolidation ratio.

Legal requirements

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

The Consolidation also affects Options in the same ration, as the terms of the Options require all rights of the Optionholder to be changed in a manner consistent with the Corporations Act at the time of the reconstruction.

Fractional Entitlements

Not all Security holders of the Company will hold a number of Shares or Options (as the case may be) that can be evenly divided by the Consolidation ratio. Where a fractional entitlement occurs, the Company will round that fraction down to the nearest whole Security.

Holding Statements

From the date of the Consolidation, all holding statement for Securities will cease to have any effect, except as evidence of entitlement to a certain number of Securities on a post Consolidation basis. After the Consolidation becomes effective, the Company will arrange for new holding statement for Securities to be issued to Security holders. It is the responsibility of each and every affected Security holder to check the number of Securities held prior to disposal or exercise (as the case may be).

Consolidation Timetable

If this Resolution is passed, the Consolidation is proposed to take effect in accordance with the following indicative Consolidation timetable:

Action	Date
Annual General Meeting	27 November 2019
Company tells ASX that Shareholders have approved the Consolidation	27 November 2019
Last day for trading in pre-Consolidation securities	28 November 2019
Trading on a deferred settlement basis starts	29 November 2019
Last day for Company to register transfers on a pre-Consolidation basis	2 December 2019
Record date of Consolidation	2 December 2019
First day for the Company to send notice of post-Consolidation holdings to each Securityholder	3 December 2019
Despatch date – completion of despatch of post-Consolidation notices	9 December 2019

Directors' Recommendation

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

ASX Listing Rule 7.1A

Resolution 11 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

ASX Listing Rule 7.1A enables eligible entities to seek Shareholder approval by Special Resolution passed at an annual general meeting to issue equity securities (which must be in the same class as an existing quoted class of equity securities of the Company) which do not exceed 10% of the existing ordinary share capital without further Shareholder approval. The ability of the Company to make an issue under Listing Rule 7.1A is in addition to its 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 less than the amount prescribed by ASX (currently \$300 million).

As of the date of this Notice of Meeting, the Company is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

Approval under this Resolution is sought for the Company to issue equity securities under Listing Rule 7.1A.

If this Resolution is approved the Company may make an issue of equity securities under Listing Rule 7.1A at any time (either on a single date or progressively) up until the earlier of:

- (a) the date which is 12 months after the date of the 2019 Annual General Meeting; or
- (b) the date on which Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

Accordingly, the approval given if this Resolution is passed will cease to be valid on the earlier of 12 months from the date of this AGM or the date on which holders of the Company's ordinary securities approve a transaction under Listing Rules 11.1.2 or 11.2.

The maximum number of equity securities which may be issued in the capital of the Company under the approval sought by this Resolution will be determined in accordance with the following formula prescribed in Listing Rule 7.1A.2:

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

where:

- A** is the number of fully paid ordinary securities on issue 12 months before the date of issue or agreement to issue:
 - (i) plus the number of fully paid ordinary securities issued in the 12 months under an exception in Listing Rule 7.2;
 - (ii) plus the number of partly paid ordinary securities that became fully paid in the

12 months;

- (iii) plus the number of fully paid ordinary securities issued in the 12 months with approval of the holders of ordinary securities under Listing Rules 7.1 and 7.4 (this does not include an issue of fully paid ordinary securities under the entity's 15% placement capacity without Shareholder approval); and
- (iv) less the number of fully paid ordinary securities cancelled in the 12 months.

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 the approval of holders of ordinary securities under Listing Rules 7.1 or 7.4.

The ability of the Company to make an issue under Listing Rule 7.1A is in addition to its 15% placement capacity under Listing Rule 7.1. The effect of this Resolution will be to allow the Company to issue equity securities under Listing Rule 7.1A without using the Company's 15% placement capacity under Listing Rule 7.1.

As at 10 October 2019, on a pre-Consolidation basis, the Company has on issue 2,179,065,499 fully paid ordinary securities and therefore has capacity to issue:

- (a) subject to Shareholder approval being obtained under Resolution 5 to 9, 326,859,824 equity securities under Listing Rule 7.1; and
- (b) subject to Shareholder approval being sought under this Resolution, 217,906,549 equity securities under Listing Rule 7.1A.

The issue price of the equity securities issued under Listing Rule 7.1A will be determined at the time of issue. The minimum price at which the equity securities, the subject of this Resolution, will be issued is 75% of the volume weighted average market (closing) price (**VWAP**) of the Company's equity securities over the 15 days on which trades in that class were recorded immediately before either:

- (a) the date on which the price at which the equity securities are to be issued is agreed; or
- (b) if the equity securities are not issued within 5 ASX trading days of the date in paragraph (a) the date on which the securities are issued.

If this Resolution is approved, and the Company issues equity securities under Listing Rule 7.1A, the existing Shareholders' economic and voting power in the Company will be diluted. There is a risk that:

- (a) the market price for the Company's equity securities in that class may be significantly lower on the issue date than on the date of the approval of this Resolution; and
- (b) the equity securities issued under Listing Rule 7.1A may be issued at a price that is at a discount (as described above) to the market price for the Company's equity securities on the issue date;

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

The table set out below shows the dilution of existing Shareholders on the basis of:

- The market price of the Company's ordinary shares and the number of ordinary shares as at 10 October 2019.
- Two examples where the number of ordinary shares on issue ("A") has increased, by 50% and 100%. The number of ordinary shares on issue may increase as a result of issues of ordinary shares that do not require Shareholder approval (for example, pro-rata entitlements issues) or as a result of future specific placements under Listing Rule 7.1 that are approved by Shareholders.
- Two examples of where the issue price of ordinary shares has decreased by 50% and increased by 100% as against the market price as at 10 October 2019.

Variable "A" ASX Listing Rule 7.1A.2		Dilution		
		\$0.0005 50% decrease in issue price	\$0.001 issue price **	\$0.002 100% increase in issue price
"A" is the number of shares on issue, being 2,179,065,499 *** shares	10% voting dilution	217,906,549	217,906,549	217,906,549
	Funds raised	\$108,953	\$217,907	\$435,813
"A" is a 50% increase in shares on issue, being 3,268,598,249 *** shares	10% voting dilution	326,859,824	326,859,824	326,859,824
	Funds raised	\$163,430	\$326,860	\$653,720
"A" is a 100% increase in shares on issue, being 4,358,130,998 *** shares *	10% voting dilution	435,813,099	435,813,099	435,813,099
	Funds raised	\$217,907	\$435,813	\$871,626

Notes:

- (i) The table has been prepared on a pre-Consolidation basis and assumes that "A" is the number of fully paid ordinary shares that the Company has on issue as of the date of this Notice.
- (ii) The table assumes that the Company issues the maximum number of equity securities available under Listing Rule 7.1A.
- (iii) The table assumes that no options are exercised in ordinary shares before the date of the issue of equity securities under Listing Rule 7.1A.
- (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
- (v) The table shows the effect of an issue of equity securities under Listing Rule 7.1A, not under the Company's 15% placement capacity under Listing Rule 7.1.
- (vi) The issue of equity securities under the Listing Rule 7.1A consists only of ordinary shares. If the issue of equity securities includes Options and/or Performance Rights, it is assumed that those Options and/or Performance Rights are exercised (or converted) into ordinary shares for the purposes of calculating the voting dilution effect on existing Shareholders.

* Any issue of equity securities is required to be made in accordance with the Listing Rules. Any issue made other than under the Company's 15% capacity (Listing Rule 7.1) or the Company's additional 10% capacity (Listing Rule 7.1A) and not otherwise made under an exception in Listing Rule 7.2 (for example, a pro-rata rights issue) would require Shareholder approval.

** Based on the closing price of the Company's Shares on ASX on 10 October 2019.

*** Based on the Company's Share structure as at 10 October 2019.

If this Resolution is approved the Company will have the ability to issue up to 10% of its issued capital without further Shareholder approval and therefore allow it to take advantage of opportunities to obtain further funds if required and available in the future.

As at the date of this Explanatory Statement, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A to any particular person or at any particular time. The total amount that may be raised by the issue of equity securities under Listing Rule 7.1A will depend on the issue price of the equity securities which will be determined at the time of issue. In some circumstances, the Company may issue equity securities under Listing Rule 7.1A for non-cash consideration (for example, in lieu of cash payments to consultants, suppliers or vendors). While the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A, some of the purposes for which the Company may issue equity securities under Listing Rule 7.1A include (but are not limited to):

- (a) raising funds to further develop the Company's business;
- (b) raising funds to be applied to the Company's working capital requirements;
- (c) acquiring assets. In these circumstances, the issue of the ordinary shares may be made in substitution for the Company making a cash payment for the assets; and
- (d) paying service providers or consultants of the Company.

Details regarding the purposes for which any particular issue under Listing Rule 7.1A is made will be

more fully detailed in an announcement to the ASX made pursuant to Listing Rule 7.1A.4 and Listing Rule 3.10.5A at the time the issue is made. The identity of the allottees of equity securities under Listing Rule 7.1A will be determined at the time the Company decides to make an issue having regard to a number of factors including:

- (a) the capital raising and acquisition opportunities available to the Company and any alternative methods for raising funds or acquiring assets that are available to the Company;
- (b) the potential effect on the control of the Company;
- (c) the Company's financial situation and the likely future capital requirements; and
- (d) advice from the Company's corporate or financial advisors.

Offers made under Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

The allocation policy the Company may adopt for a particular issue of equity securities under Listing Rule 7.1A and the terms on which those equity securities may be offered will depend upon the circumstances existing at the time of the proposed capital raising under Listing Rule 7.1A. Subject to the requirements of the Listing Rules and the Corporations Act, the Directors reserve the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

As the Company has previously obtained Shareholder approval under Listing Rule 7.1A, it is required by Listing Rule 7.3A.6 to provide details of all issues of equity securities in the 12 months preceding the date of the Meeting. The details of all issues of equity securities by the Company during the 12 months preceding the date of the Meeting are detailed below:

Number/Class of equity securities issued	Terms of the securities issued	Price and discount to closing market price on the date of issue (if any)	Consideration details	Allottees of the Securities
<i>Issued on 29 November 2018</i>				
189,499,999 fully paid ordinary shares	Issue of shares pursuant to a private placement to sophisticated and professional investors. The shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.	Issue price of 0.3 cents per share. No discount.	Cash consideration of \$568,500. All of the funds have been used working capital purposes.	Sophisticated and professional investors.
<i>Issued on 10 December 2018</i>				
44,000,000 fully paid ordinary shares	Issue of shares pursuant to a private placement to sophisticated and professional investors. The shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.	Issue price of 0.3 cents per share. No discount.	Cash consideration of \$132,000. All of the funds have been used working capital purposes.	Sophisticated and professional investors.
<i>Issued on 8 February 2019</i>				

22,000,000 unlisted options	Issue of unlisted and unvested options, each exercisable at \$0.005 per option, and expires 5 years from the date of issue.	N/A – issued for nil consideration.	N/A – issued for nil consideration.	Messrs Damon Rasheed and Harvey Kaplan, incoming Directors of the Company (at the time of issue).
<i>Issued 21 March 2019</i>				
11,000,000 unlisted options	Issue of unlisted and unvested options, each exercisable at \$0.005 per option, and expires 5 years from the date of issue.	N/A – issued for nil consideration.	N/A – issued for nil consideration.	Mr Marat Basyrov incoming Director of the Company (at the time of issue).
<i>Issued 14 May 2019</i>				
11,000,000 unlisted options	Issue of unlisted and unvested options, each exercisable at \$0.005 per option, and expires 5 years from the date of issue.	N/A – issued for nil consideration.	N/A – issued for nil consideration.	Dr Julian Chick incoming Director of the Company (at the time of issue).
<i>Issued 19 July 2019</i>				
509,611,125 fully paid ordinary shares	Issue of shares to eligible shareholders of the Company whose applications were accepted by the Company in the 2 for 3 non-renounceable pro-rata entitlement offer pursuant to the rights issue booklet dated 2 July 2019. The shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.	Issue price of \$0.001 per share. No discount.	Cash consideration of \$509,612. All of the funds have been used for reasons as set out in the Company's announcement dated 17 July 2019, which includes for working capital purposes. The remaining funds will be used for the same purposes.	Eligible shareholders of the Company.
<i>Issued 24 July 2019</i>				
770,000,000 fully paid ordinary shares	Issue of shortfall shares (under the rights issue) and additional placement shares. The shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.	Issue price of \$0.001 per share. Share price on the date of issue was \$0.002, which represents a discount of 50%.	Cash consideration of \$770,000. Approximately \$190,000 of the funds have been used for reasons as set out in the Company's announcement dated 17 July 2019, which includes for working capital purposes. The remaining funds will be used for the same purposes.	Institutional, sophisticated and professional investors.
<i>Issued on 1 October 2019</i>				

100,000,000 fully paid ordinary shares	Issue of shares pursuant to a debt to share conversion to repay \$100,000 of the loan from Antanas Gouga. The shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.	Issue price of \$0.001 per share. Share price on the date of issue was \$0.002, which represents a discount of 50%.	The shares were issued to convert to debt owing to Antanas under a Loan Agreement, and therefore no cash was received by the Company.	Antanas Gouga
<i>Issued on 14 October 2019</i>				
10,000,000 fully paid ordinary shares	Issue of balance of additional placement shares. The shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.	Issue price of \$0.001 per share. No discount.	Cash consideration of \$10,000. The funds will be used for working capital purposes.	Investor under the placement.

Total equity securities issued in previous 12 months ("A")	1,667,111,124
Percentage that "A" represents based on the total number of equity securities on issue at the commencement of that 12 month period	90.44%

This Resolution is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

New Employee Incentive Scheme and Issue of Incentives

Resolution 12 – Adoption of Long Term Incentive Plan (LTIP)

Background

Shareholder approval is being sought to adopt an employee incentive scheme entitled the “Long Term Incentive Plan” (**LTIP**) under Resolution 11 of this Notice of Meeting.

Under the LTIP, eligible persons such as Directors, senior management, and other key employees or contractors of the Company may be invited to share in the ownership of the Company. Under the terms of the LTIP, eligible persons may be issued options, performance rights and/or shares, and such eligible persons may be offered financial assistance by the Company to fund the subscription amount or exercise price of such securities.

A summary of the key terms of the LTIP is set out in Annexure A, and a copy of the rules of the LTIP is available upon request from the Company.

ASX Listing Rules

If this Resolution is approved by Shareholders for all purposes under the Corporations Act and the ASX Listing Rules, including ASX Listing Rule 7.2 (exception 9(b)), it will have the effect of enabling the securities issued by the Company under the LTIP to be automatically excluded from the formula to calculate the number of securities which the Company may issue in any 12 month period using Listing Rule 7.1 (15% capacity) during the next three year period.

The Company advises that Shareholder approval for the LTIP has not been previously sought from Shareholders under ASX Listing Rule 7.2 (exception 9(b)). Accordingly, this would be the first time that the Company has sought Shareholder approval for the LTIP for the purposes of ASX Listing Rule 7.2 (exception 9(b)).

Shareholder loans

The Board may, in its discretion, also determine that the Company will provide limited recourse loans to participants to use to pay the subscription price for the purchase of loan funded shares or the exercise price for such securities, under the LTIP.

Permit the Company to take security over its own Shares

Section 259B(1) of the Corporations Act prohibits a company taking security over shares in itself or in a company that controls it, unless one of the exceptions in subsections 259B(2) or 259(3) applies. Section 259(2) of the Corporations Act permits the taking of security by a Company over its own Shares, if the security is taken over shares issued under an employee share scheme approved at a meeting of shareholders via an Ordinary Resolution.

Employee share scheme is defined widely by the Corporations Act and includes the LTIP.

Accordingly, Shareholder approval is being sought under this Resolution to approve the LTIP in order for the Company to take security over its own Shares issued under the LTIP if required to do so.

Exemption for financial assistance

Section 260A of the Corporations Act provides that a company may financially assist a person to acquire shares in the company or a holding company of the company only if:

- (a) giving of the assistance does not materially prejudice the interests of the company or its shareholders, or the company's ability to pay its creditors;
- (b) the assistance is approved by shareholders under section 260B of the Corporations Act; or
- (c) the assistance is exempted under section 260C of the Corporations Act.

Section 260C(4) of the Corporations Act provides an exemption to financial assistance, if the financial assistance is given under an employee share scheme approved at a meeting of shareholders via an Ordinary Resolution.

As noted above and set out in Annexure A, the terms of the LTIP envisages the giving of financial assistance by the Company to eligible and invited participants in the form of interest free, limited recourse loans to acquire loan funded shares in the Company.

Although the Board does not consider that the giving of financial benefit under the LTIP will materially prejudice the interests of the company or its shareholders, or the company's ability to pay its creditors, Shareholder approval is being sought under this Resolution to enable the Company to qualify for the special exemption offered by section 260C(4) of the Corporations Act.

Employee share scheme buy-back

Section 257B(1) of the Corporations Act sets out the procedure for various forms of share buy-back, including an "employee share scheme buy-back". In order for the Company to undertake a buy-back of Shares under the LTIP using the employee share scheme buy-back procedure under the Corporations Act, the LTIP must be approved by Shareholders of the Company.

Accordingly, Shareholder approval is being sought under this Resolution to approve the LTIP in order for the Company to undertake a buy-back of Shares under the LTIP using the employee share scheme buy-back procedure under the Corporations Act.

Directors Recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Resolution 13 -15 – Approval of Issue of Incentive Options to Directors

Background

Shareholder approval is being sought to adopt the LTIP under Resolution 12 of this Notice of Meeting.

Subject to Shareholder approval being obtained under this Notice, it is proposed that each of the Directors be invited to participate in the LTIP by each subscribing for 2,000,000 unlisted options (pre-Consolidation) (**Incentive Options**)

A summary of the material terms of the Incentive Options are as follows:

Term	Description
Exercise price	\$0.003 per option
Expiry date	5 years from the date of issue

The current Company's share price (as of 21 October 2019) is \$0.002 per share.

Director and Related Party Approvals

ASX Listing Rule 10.14 provides that a listed company must not permit a Director of the Company to acquire securities under an employee incentive scheme without Shareholder approval.

If approval is obtained under Listing Rule 10.14, in accordance with Listing Rule 10.12 (exception 4), separate approval is not required under Listing Rule 10.11.

The proposed issue of Incentive Securities under the LTIP to each of the Directors constitutes the acquisition of securities under an employee incentive scheme for the purposes of Listing Rule 10.14.

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Incentive Securities constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

As each of the Directors are current Directors of the Company, each of them is a "related party" of the Company for the purposes of the Corporations Act and the Listing Rules.

For each Director for whom the issue of Incentive Options were considered, the other non-conflicted Directors considered the proposed issue, and formed the view that the giving of the financial benefit to that Director was reasonable remuneration given the circumstances of the Company, the quantum of the Incentive Options, the terms of the Incentive Options (where the exercise price is at a premium to the recent trading of the Company's shares) and the responsibilities held by that Director in the Company.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these Incentive Options to each of the Directors falls within the "reasonable remuneration" exception as set out in section 211 of the Corporations Act, and relies on this exception for the purposes of Resolutions 13 to 15 of this Notice of Meeting.

Information Required by ASX Listing Rule 10.15

The following information in relation to the issue of Incentive Options under the LTIP is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

- (a) Dr Julian Chick (Resolution 13), Mr Marat Basyrov (Resolution 14) and Mr Damon Rasheed (Resolution 15) are each a Director of the Company.
- (b) The maximum number of Incentive Options that may be acquired by each Director is 2,000,000 (pre-Consolidation).
- (c) The Incentive Options are being issued to each Director for nil consideration pursuant to the terms of the LTIP.
- (d) No incentive securities have been issued to, or for the benefit of, eligible participants under the LTIP to date, as the LTIP is proposed to be adopted for the first time pursuant to Resolution 12 of this Notice.
- (e) Each of the current Directors are all the persons referred to in Listing Rule 10.14 who are eligible to participate in the LTIP.
- (f) The Incentive Options will be issued by within 12 months from the date of this Meeting, if approved by Shareholders of the Company.

Change of Company Name

Resolution 16 – Change of Company Name

The Company proposes to change its name from "ShareRoot Limited" to "Opyl Limited" which more accurately reflects the proposed future operations of the Company. The change of name will take effect from when ASIC alters the details of the Company's registration.

This change in name will not in itself, affect the legal status of the Company or any of its assets or liabilities.

New name for ShareRoot: the rationale for change

Naming a brand is one of the most important things an organisation can do. A good brand with alignment to corporate strategy and markets in which it operates adds considerable value to a business.

When a business experiences significant growth or a business change in strategic direction and leadership such as the recent focus towards digital healthcare at ShareRoot, brands developed at inception of the operation can 'come of age,' or appear misaligned, demanding a rethink and repositioning to appropriately address new markets. Rebranding is a significant commitment for any size business and can be a risk if strong brand equity exists. Rebranding needs to be done strategically and with clarity around the rationale for change.

In the strategic review undertaken in February – April 2019, the report identified a brand misalignment for ShareRoot and a number of translation and interpretation challenges that need to be addressed.

The Board and Management of ShareRoot agreed the name of the business and brand must change to more accurately reflect the new direction of the business and to be more active in delivering value. ShareRoot / The Social Science team examined the attributes and value associated with the ShareRoot brand and applied design thinking methodologies to develop a new company brand name and story.

Introducing Opyl – a service brand name becomes the new company name

Opyl was created and developed internally by our team and put into use in May 2019 as the brand name for the new suite of AI technologies and methodologies used to identify and analyse deep health market insights. The overwhelmingly positive uptake and acceptance of the brand from the target market, confirmed the value of the design and aligned brand values and attributes.

In consultation with a leading brand strategist, management and the board agree that the Opyl brand name should be applied to the whole business. In the new structure of the company, products will be given brand names but services will not. Therefore, the board and management propose the company name change from ShareRoot Ltd to Opyl Ltd.

The following is the rationale for change:

1. In the Australian market particularly, amongst clients, collaborators and investors, the ShareRoot brand translates to concepts that are neither aligned to digital marketing, data, Australian or health, creating confusion, conjecture over what the business does. In some cases, the brand word ShareRoot delivered negative brand value amongst some Australian-based audiences for whom the word 'root' carried a derogatory connotation attracting ridicule.
2. Though established in the US, we are now an Australian company and the 'ShareRoot' brand does not demonstrate any attributes that identify with this geography or culture. Australian attributes can often add considerable value to a brand that is globally focussed. Opyl as a phonetic embodies many strong Australian associations linked to 'individual', 'unique', 'desirable' and 'valuable'.
3. There is competition between the sub brands in the ShareRoot group of companies and the brands are not aligned with the same attributes. The business is too small and budget and resources too limited to reasonably develop a collection of brands. One unified brand is recommended. The only sub brands recommended are those associated with stand-alone products in which they will be marketed specifically as a specific use or single value.
4. Opyl is a brand name that is functional in telling the company story in the digital health market but not too deeply aligned in health language and context that it would not translate to other markets and sectors as the company grows and potentially diversifies.
5. Opyl tested positive within the target market over the past few months, delivering tangible value for the company. The brand name is unique, memorable, phonetically strong, able to be trademarked, translatable and relatable locally and globally, works in a digital and social media format, not offensive in other languages and visually appealing. Most importantly, it is functional in helping to tell the brand story effectively within the digital health market.

Brand equity is one of the few assets in business that can provide a sustainable competitive advantage if it is well articulated and relatable to the industry in which a business is positioned. It's important to remember that brand is far more than a logo. A brand is what stakeholders know, think and feel about a business. A brand is also closely related to the people that represent that business, the way they behave, their personal profile as well as the products and services the business delivers. A brand is reflected in the images, phrases and presentation of the business. A brand needs to 'make sense' to the stakeholders in the market in which it operates. High value brands are memorable, relatable, easy to say and write, explainable, suggestive of purpose, function and attributes of the business, and most importantly aligned to the corporate strategy. We think Opyl is a perfect fit.

ASX Ticker Code

The Company also proposes to change its ASX ticker code from "SRO" to "OPL" to reflect this change, subject to confirmation by ASX.

Special Resolution

The proposed name has been reserved with ASIC by the Company and if this Resolution is passed the Company will lodge a copy of the Special Resolution with ASIC following the Meeting in order to effect the change.

Pursuant to section 157(1) of the Corporations Act, a change in Company name can only be effected by way of a Special Resolution passed by its Shareholders. Therefore, this Resolution is a Special Resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on this Resolution are voted in its favour.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

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Issue of Options

Resolution 17 – Approval of Issue of Investor Options

Background

On a pre-Consolidation basis, this Resolution seeks Shareholder approval to issue and allot up to 235,000,000 unlisted options (**Investor Options**), each exercisable at \$0.008 per Option, expiring on 29 January 2024, to investors who previously participated in the placement announced by the Company on 16 November 2018. Issue of the Investor Options is subject to shareholder approval being obtained.

Full terms and conditions of the Investor Options are set out in Annexure B of this Notice.

The effect of this Resolution is for Shareholders to approve the issue of these Investor Options to fall within an exception to ASX Listing Rule 7.1, which will allow the Company to issue these without using the Company's 15% capacity under Listing Rule 7.1.

Information Required by Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The maximum number of Investor Options to be issued is 235,000,000 (pre-Consolidation).
- (b) These Investor Options will be issued by within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (c) The Investor Options will be offered for nil cash consideration, on a 1 for 1 basis, to the investors who previously participated in the placement announced by the Company on 16 November 2018.
- (d) The allottees are the investors who previously participated in the placement announced by the Company on 16 November 2018.
- (e) The full terms and conditions of the Investor Options are set out in Annexure B of this Notice.
- (f) Funds will not be raised from the issue of these Investor Options.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Resolution 18 – Approval of Issue of Advisor Options

Background

On a pre-Consolidation basis, this Resolution seeks Shareholder approval to issue and allot 25,000,000 unlisted options (**Advisor Options**), each exercisable at \$0.008 per Option, expiring on 28 February 2020, to Sanlam Private Wealth Pty Ltd, who acted as lead manager of the placement announced by the Company on 16 November 2018. Issue of the Advisor Options is subject to shareholder approval being obtained.

Full terms and conditions of the Investor Options are set out in Annexure C of this Notice.

The effect of this Resolution is for Shareholders to approve the issue of these Advisor Options to fall within an exception to ASX Listing Rule 7.1, which will allow the Company to issue these without using the Company's 15% capacity under Listing Rule 7.1.

Information Required by Listing Rule 7.3

The following information is provided to Shareholders for the purposes of Listing Rule 7.3:

- (a) The maximum number of Advisor Options to be issued is 25,000,000 (pre-Consolidation).
- (b) These Advisor Options will be issued by within 3 months of Shareholder approval being obtained by the Company (or otherwise, as determined by the ASX in the exercise of their discretion).
- (c) The Advisor Options will be offered for nil cash consideration.
- (d) The allottee is the Sanlam Private Wealth Pty Ltd (or its nominee).
- (e) The full terms and conditions of the Advisor Options are set out in Annexure C of this Notice.
- (f) Funds will not be raised from the issue of these Advisor Options.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Enquiries

Shareholders are asked to contact the Company Secretary on +61 2 8072 1400 if they have any queries in respect of the matters set out in these documents.

Glossary

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

Annual Financial Report means the 2019 Annual Report to Shareholders for the period ended 30 June 2019 as lodged by the Company with ASX on 9 October 2019.

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

ASIC means Australian Securities and Investment Commission.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report means the auditor's report of BDO East Coast Partnership dated 30 August 2019 as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

Company means ShareRoot Limited ACN 063 144 865.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Dollar or "\$" means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

Incentive Securities means the Securities that may be granted by the Company pursuant to the terms of the LTIP.

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

LTIP means the employee incentive scheme entitled the "Long Term Incentive Plan" for which Shareholder approval is being sought for the adoption of under Resolution 11 of this Notice of Meeting.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 28 October 2019 including the Explanatory Statement.

Option means an option which, subject to its terms, could be exercised into a Share.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes

cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Performance Right means a performance right which, subject to its terms, could convert to a Share.

Proxy Form means the proxy form attached to this Notice of Meeting.

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

Securities mean Shares and/or Options (as the context requires).

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

Shareholder means a holder of a Share.

Share Registry means Automic Registry Services.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Spill Meeting means the meeting that will be convened within 90 days of the 2020 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2020 AGM.

Spill Resolution means the resolution required to be put to Shareholders at the 2020 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2020 AGM.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

VWAP means the volume weighted average market (closing) price, with respects to the price of Shares.

Annexure A – Key Terms of LTIP

The Company intends to adopt the Long Term Incentive Plan (**LTIP**), to assist in the reward, retention and motivation of the Company's Directors, senior management, and other key employees.

Under the rules of the LTIP, the Board has a discretion to offer any of the following awards to senior management, directors or other nominated key employees:

- options to acquire Shares;
- performance rights to acquire Shares; and/or
- Shares, including to be acquired under a limited recourse loan funded arrangement,

In each case subject to service-based conditions and/or performance hurdles (collectively, the **Awards**).

The terms and conditions of the LTIP are set out in comprehensive rules. A summary of the rules of the LTIP is set out below:

- The LTIP is open to Directors, senior management, and any other employees of the Company, as determined by the Board. Participation is voluntary.
- The Board may determine the type and number of Awards to be issued under the LTIP to each participant and other terms of issue of the Awards, including:
 - what service-based conditions and/or performance hurdles must be met by a participant in order for an Award to vest (if any);
 - the fee payable (if any) to be paid by a participant on the grant of Awards;
 - the exercise price of any option granted to a participant;
 - the period during which a vested option can be exercised; and
 - any forfeiture conditions or disposal restrictions applying to the Awards and any Shares that a participant receives upon exercise of their options or performance rights.
- The Board may, in its discretion, also determine that the Company will issue limited recourse loans to participants to use for the purchase of Shares as part of a Share Award under the LTIP.
- When any service-based conditions and/or performance hurdles have been satisfied, participants will receive fully vested Shares or their options/performance rights will become vested and will be exercisable over Shares (as applicable).
- Each vested option and performance right enables the participant to be issued or to be transferred one Share upon exercise, subject to the rules governing the LTIP and the terms of any particular offer.
- Participants holding options or performance rights are not permitted to participate in new issues of securities by the Company but adjustments may be made to the number of Shares over which the options or performance rights are granted and/or the exercise price (if any) to take into account changes in the capital structure of the Company that occur by way of pro rata and bonus issues in accordance with the rules of the LTIP and the Listing Rules.
- The LTIP limits the number of Awards that the Company may grant without Shareholder approval, such that the sum of all Awards on issue (assuming all options and performance rights were exercised) do not at any time exceed in aggregate 10% of the total issued capital of the Company as at the date of commencement of the LTIP.
- The Board may delegate management and administration of the LTIP, together with any of their powers or discretions under the LTIP, to a committee of the Board or to any one or more persons selected by them as the Board thinks fit.

Annexure B – Terms of Investor Options

1. Entitlement

Each Option (together **Options**) entitles the holder to subscribe for and be issued one fully paid ordinary share (**Share**) in the capital of the Company upon exercise of each Option. The date of issue of that Option will hereafter be referred to as the **Issue Date**.

2. Exercise Price and Expiry Date

- (a) The Exercise Price of the Options is \$0.008 each (pre-Consolidation).
- (b) The Expiry Date of the Options is the earlier to occur of five (5) years after their date of issue and 30 days after a Change in Control Event.

3. Exercise Period and Vesting Date

- (a) Subject to the Change of Control provisions below, each Option is exercisable at any time after the latter of the date of grant of the Option and the vesting date (if applicable) and before the Expiry Date.
- (b) Notwithstanding that the Expiry Date has not occurred, each Option that has not already vested as outlined above will expire on that date which is the earlier of the date the Option holder ceases to be employed, engaged as a consultant or appointed as an executive Director of the Company because of:
 - (i) if the holder is an employee, the date the holder is dismissed from employment with the Company for gross misconduct;
 - (ii) if the holder is a consultant, the date the holder's appointment is terminated for gross misconduct;
 - (iii) if the holder is a Director, the date the holder is disqualified from holding the office of Director;
 - (iv) retirement;
 - (v) voluntary cessation; or
 - (vi) by mutual agreement (unless the Board resolves otherwise),and thereafter no party has any claim against any other party arising under or in respect of any Option.
- (c) If a Change in Control Event occurs in respect of the Company, all Options that have been issued but have not yet vested, will immediately thereupon vest.
- (d) A **Change in Control Event** means:
 - (i) the occurrence of:
 - (A) the offeror under a takeover offer in respect of all Shares announcing that it has achieved acceptances in respect of 50.1% or more in number of the Shares; and
 - (B) that takeover bid has become unconditional (except any condition in relation to the cancellation or exercise of the Options); or
 - (ii) the announcement by the Company that:
 - (A) shareholders of the Company have at a Court convened meeting of shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all Shares are to be either:
 - (1) cancelled; or
 - (2) transferred to a third party; and
 - (B) the Court, by order, approves the proposed scheme of arrangement.

4. Notice of Exercise

The Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised. Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt by the Company of that Notice of Exercise.

5. Shares issued on exercise

Shares issued on exercise of the Options rank equally with all other issued Shares.

6. Quotation of Shares on exercise

Application will be made by the Company to ASX for official quotation of the Shares issued promptly after the exercise of the Options.

7. Timing of issue of Shares

Within fifteen Business Days after the later to occur of:

- (a) Receipt of a Notice of Exercise given in accordance with these terms and conditions and payment of the Exercise Price for each Option being exercised by the Company (each an Exercised Option) where the Company is not in possession of any excluded information (as defined in section 708A(7) of the Corporations Act) (Excluded Information); and
- (b) The date upon which the Company ceases to be in possession of Excluded Information in respect to the Company following the receipt of the Notice of Exercise and payment of the Exercise Price for each Exercised Option being exercised by the Company,
- (c) The Company will:
 - (i) Issue the Shares pursuant to the exercise of the Exercised Options;
 - (ii) Give ASX a notice that complies with section 708A(5)(e) of the Corporations Act or lodge a prospectus with ASIC that qualifies the Shares for resale under section 708A(11) of the Corporations Act; and
 - (iii) Apply for official quotation on ASX of Shares issued pursuant to the exercise of the Exercised Options.

8. 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.

However, the Company will ensure that for the purposes of determining entitlements to any such issue, the holders of the Options will be afforded the minimum period of notice prescribed under the Listing Rules prior to and inclusive of the books closing date (to determine entitlements to the issue) in order to give the holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

9. Pro-rata Issues

If there is a pro rata issue (except a bonus issue), then at the time of the pro rata issue (except a bonus issue), the exercise price of an Option may be reduced according to the following formula:

$$O^n = O - E \frac{[P \cdot (S + D)]}{N + 1}$$

N + 1

Where:

- O^n = the new exercise price of the Option;
- O = the old exercise price of the Option;
- E = the number of underlying securities into which one Option is exercisable;
- P = the average market price per security (weighted by reference to volume) of the underlying securities during the five trading days ending on the day before the ex-right date or the ex-entitlements date;
- S = the subscription price for a security under the pro rata issue;
- D = dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue);
- N = the number of securities with rights or entitlements that must be held to receive a right to one new security.

Otherwise the exercise price of the Option shall remain unchanged.

10. Adjustment for bonus issues of Shares

If the Company makes a bonus issue of Shares or other Securities to existing shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

- (a) The number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received as if the Option holder had exercised the Option before the record date for the bonus issue; and
- (b) No change will be made to the Exercise Price.

11. Adjustment organisation

If there is any reconstruction of the issued share capital of the Company, the rights of the Option holders will, be varied to the extent necessary to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

12. Quotation of Options

- (a) No application for official quotation of the Options will be made by the Company; and
- (b) The Company shall apply for the listing of the resultant shares of the Company issued upon exercise of any Option.

13. Options Transferable

The Options are transferable provided that the transfer of Options complies with section 707(3) of the Corporations Act.

14. Lodgment Instructions

Cheques payable in respect of the exercise of any right attaching to an Option shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for Shares on exercise of Options with the appropriate remittance should be lodged at the Company's registry.

Annexure C – Terms of Advisor Options

1. Entitlement

Each Option (together **Options**) entitles the holder to subscribe for and be issued one fully paid ordinary share (**Share**) in the capital of the Company upon exercise of each Option. The date of issue of that Option will hereafter be referred to as the **Issue Date**.

2. Exercise Price and Expiry Date

- (a) The Exercise Price of the Options is \$0.008 each (pre-Consolidation).
- (b) The Expiry Date of the Options is the earlier to occur of 28 February 2020 and 30 days after a Change in Control Event.

3. Exercise Period and Vesting Date

- (a) Subject to the Change of Control provisions below, each Option is exercisable at any time after the latter of the date of grant of the Option and the vesting date (if applicable) and before the Expiry Date.
- (b) Notwithstanding that the Expiry Date has not occurred, each Option that has not already vested as outlined above will expire on that date which is the earlier of the date the Option holder ceases to be employed, engaged as a consultant or appointed as an executive Director of the Company because of:
 - (i) if the holder is an employee, the date the holder is dismissed from employment with the Company for gross misconduct;
 - (ii) if the holder is a consultant, the date the holder's appointment is terminated for gross misconduct;
 - (iii) if the holder is a Director, the date the holder is disqualified from holding the office of Director;
 - (iv) retirement;
 - (v) voluntary cessation; or
 - (vi) by mutual agreement (unless the Board resolves otherwise),and thereafter no party has any claim against any other party arising under or in respect of any Option.
- (c) If a Change in Control Event occurs in respect of the Company, all Options that have been issued but have not yet vested, will immediately thereupon vest.
- (d) A **Change in Control Event** means:
 - (vii) the occurrence of:
 - (A) the offeror under a takeover offer in respect of all Shares announcing that it has achieved acceptances in respect of 50.1% or more in number of the Shares; and
 - (B) that takeover bid has become unconditional (except any condition in relation to the cancellation or exercise of the Options); or
 - (viii) the announcement by the Company that:
 - (C) shareholders of the Company have at a Court convened meeting of shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all Shares are to be either:
 - (1) cancelled; or
 - (2) transferred to a third party; and
 - (D) the Court, by order, approves the proposed scheme of arrangement.

4. Notice of Exercise

The Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised. Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt by the Company of that Notice of Exercise.

5. Shares issued on exercise

Shares issued on exercise of the Options rank equally with all other issued Shares.

6. Quotation of Shares on exercise

Application will be made by the Company to ASX for official quotation of the Shares issued promptly after the exercise of the Options.

7. Timing of issue of Shares

Within fifteen Business Days after the later to occur of:

- (a) Receipt of a Notice of Exercise given in accordance with these terms and conditions and payment of the Exercise Price for each Option being exercised by the Company (each an Exercised Option) where the Company is not in possession of any excluded information (as defined in section 708A(7) of the Corporations Act) (Excluded Information); and
- (b) The date upon which the Company ceases to be in possession of Excluded Information in respect to the Company following the receipt of the Notice of Exercise and payment of the Exercise Price for each Exercised Option being exercised by the Company,
- (c) The Company will:
 - (i) Issue the Shares pursuant to the exercise of the Exercised Options;
 - (ii) Give ASX a notice that complies with section 708A(5)(e) of the Corporations Act or lodge a prospectus with ASIC that qualifies the Shares for resale under section 708A(11) of the Corporations Act; and
 - (iii) Apply for official quotation on ASX of Shares issued pursuant to the exercise of the Exercised Options.

8. 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.

However, the Company will ensure that for the purposes of determining entitlements to any such issue, the holders of the Options will be afforded the minimum period of notice prescribed under the Listing Rules prior to and inclusive of the books closing date (to determine entitlements to the issue) in order to give the holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

9. Pro-rata Issues

If there is a pro rata issue (except a bonus issue), then at the time of the pro rata issue (except a bonus issue), the exercise price of an Option may be reduced according to the following formula:

$$O^n = O - E \frac{[P - (S + D)]}{N + 1}$$

N + 1

Where:

- Oⁿ = the new exercise price of the Option;
- O = the old exercise price of the Option;
- E = the number of underlying securities into which one Option is exercisable;
- P = the average market price per security (weighted by reference to volume) of the underlying securities during the five trading days ending on the day before the ex-right date or the ex-entitlements date;
- S = the subscription price for a security under the pro rata issue;
- D = dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue);
- N = the number of securities with rights or entitlements that must be held to receive a right to one new security.

Otherwise the exercise price of the Option shall remain unchanged.

10. Adjustment for bonus issues of Shares

If the Company makes a bonus issue of Shares or other Securities to existing shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

- (c) The number of Shares which must be issued on the exercise of an Option will be increased by

the number of Shares which the Option holder would have received as if the Option holder had exercised the Option before the record date for the bonus issue; and

(d) No change will be made to the Exercise Price.

11. Adjustment organisation

If there is any reconstruction of the issued share capital of the Company, the rights of the Option holders will, be varied to the extent necessary to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

12. Quotation of Options

- (a) No application for official quotation of the Options will be made by the Company; and
- (b) The Company shall apply for the listing of the resultant shares of the Company issued upon exercise of any Option.

13. Options Transferable

The Options are transferable provided that the transfer of Options complies with section 707(3) of the Corporations Act.

14. Lodgment Instructions

Cheques payable in respect of the exercise of any right attaching to an Option shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for Shares on exercise of Options with the appropriate remittance should be lodged at the Company's registry.

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

Holder Number:

Vote by Proxy: SRO

Your proxy voting instruction must be received by **10.00am (AEDT) on Monday 25 November 2019**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

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

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

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



SUBMIT YOUR PROXY VOTE BY PAPER

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

YOUR NAME AND ADDRESS

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

VOTING UNDER STEP 1 - APPOINTING A PROXY

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

DEFAULT TO THE CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

ATTENDING THE MEETING

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

POWER OF ATTORNEY

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

