25 November 2016

Company Announcements Office
Australian Securities Exchange

**Xref Limited Annual General Meeting**

We advise that the Resolutions, as set out below and put to the above Meeting on 25 November 2016, which commenced at 10:00am, were carried on a show of hands.

**Ordinary Business**

**Resolution 1 – To Elect a Director – Mr Timothy Griffiths**
That, for the purposes of Article 20.4(b) of the Company's Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Timothy Griffiths, who was appointed as a Director of the Company on 18 January 2016 (i.e. since the last AGM), and who retires as a Director and, being eligible, offers himself for election, be elected as a Director.

**Resolution 2 – To Elect a Director – Mr Timothy Mahony**
That, for the purposes of Article 20.4(b) of the Company's Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Timothy Mahony, who was appointed as a Director of the Company on 18 January 2016 (i.e. since the last AGM), and who retires as a Director and, being eligible, offers himself for election, be elected as a Director.

**Resolution 3 – To Elect a Director – Mr Brad Rosser**
That, for the purposes of Article 20.4(b) of the Company's Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Brad Rosser, who was appointed as a Director of the Company on 18 August 2016 (i.e. since the last AGM), and who retires as a Director and, being eligible, offers himself for election, be elected as a Director.

**Resolution 4 – To Elect a Director – Mr Nigel Heap**
That, for the purposes of Article 20.4(b) of the Company's Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Nigel Heap, who was appointed as a Director of the Company on 18 August 2016 (i.e. since the last AGM), and who retires as a Director and, being eligible, offers himself for election, be elected as a Director.

**Resolution 5 – To Appoint and Remunerate the Auditor**
That Crowe Horwath New Zealand Audit Partnership be appointed as the Auditor of the Company to fill a casual vacancy following the resignation of PricewaterhouseCoopers New Zealand and:

(a) hold office from the conclusion of this Meeting until the earlier of the conclusion of the next AGM or until the date the re-domicile of the Company to Australia takes effect; and

(b) audit the Financial Statements of the Company for the year ended 30 June 2016 and, if required, for the year ending 30 June 2017, and that the Board of Directors be authorised to fix the Auditor's remuneration.

**Resolution 6 – To Adopt the Remuneration Report**
That the Company's Remuneration Report for the financial year ended 30 June 2016, as set out in the Directors' Report in the Xref 2016 Annual Report, be adopted.

**Special Business**

**Resolution 7 – To Ratify the Previous Issue of 11,428,571 Shares under the Placement**
That, for the purposes of ASX Listing Rules 7.1 and 7.4, and for all other purposes, the issue by way of the placement of 11,428,571 fully paid ordinary shares in the capital of the Company, at A$0.70 per share, which raised A$7,999,999.70, as detailed in the ASX announcement dated 17 August 2016, and as set out in the Explanatory Notes, be hereby approved.

**Resolution 8 – To Approve a 10% Placement Facility**
That, pursuant to, and in accordance with, ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities of up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2, and on the terms and conditions set out in the Explanatory Notes.

Resolution 8 was a Special Resolution and therefore required approval of at least 75% of the votes cast by shareholders entitled to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative) on the Resolution.

**Resolution 9 – To Issue Options to Mr Brad Rosser**
That, subject to the passing of Resolution 3, for the purpose of ASX Listing Rule 10.11 and for all other purposes, approval be given to the Company to issue a maximum of 7,000,000 Options to Mr Brad Rosser (or his nominee), on the terms and conditions set out in the Explanatory Notes.

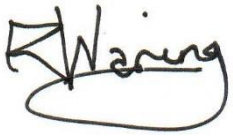
**Resolution 10 – To Issue Options to Mr Nigel Heap**
That, subject to the passing of Resolution 4, for the purpose of ASX Listing Rule 10.11 and for all other purposes, approval be given to the Company to issue a maximum of 900,000 Options to Mr Nigel Heap (or his nominee), on the terms and conditions set out in the Explanatory Notes.

**Resolution 11 – To Increase the Non-Executive Directors' Remuneration**
That the maximum aggregate cash-based remuneration payable to Non-Executive Directors in any financial year be increased by A$300,000 from A$200,000 to A$500,000.

In respect of each Resolution on the Notice of Meeting, the total number of proxy votes exercisable by all proxies validly appointed was:

| Resolution | For | Against | Abstain | Excluded | Discretion |
|---|---|---|---|---|---|
| **1** | 10,873,056 | - | 357,000 | - | 2,109,436 |
| **2** | 9,373,056 | - | 1,857,000 | - | 2,109,436 |
| **3** | 12,958,632 | - | 357,000 | - | 23,860 |
| **4** | 10,873,056 | - | 357,000 | - | 2,109,436 |
| **5** | 10,871,585 | - | 358,471 | - | 2,109,436 |
| **6** | 9,128,849 | 14,963 | 363,359 | 1,722,885 | 2,109,436 |
| **7** | 3,132,893 | 21,463 | 1,471 | 8,074,229 | 2,109,436 |
| **8** | 8,640,622 | 2,230,963 | 358,471 | - | 2,109,436 |
| **9** | 6,451,993 | 4,798,452 | 1,471 | - | 2,087,576 |
| **10** | 8,661,493 | 2,588,952 | 1,471 | - | 2,087,576 |
| **11** | 9,342,734 | 387,322 | - | 1,500,000 | 2,109,436 |

**Xref Limited**



**Robert J Waring**
Company Secretary