SPIRIT TELECOM LIMITED
ACN 089 224 402

Notice of Annual General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Thursday, 23 November 2017

Time of Meeting:
9:00AM (AEDT)

Place of Meeting:
Baker & McKenzie
Level 19
181 William Street
Melbourne Victoria, 3000

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay

SPIRIT TELECOM LIMITED

ACN 089 224 402
Registered office: Level 4, 100 Albert Road, South Melbourne Victoria 3205

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Members of Spirit Telecom Limited (the "Company") will be held at the offices of the offices of Baker & McKenzie, Level 19, 181 William Street, Melbourne, Victoria, 3000 at 9:00AM (AEDT) on Thursday, 23 November 2017.

AGENDA

The Explanatory Statement and proxy form which accompany and form part of this Notice, describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the proxy form in their entirety.

ORDINARY BUSINESS

Receipt and consideration of Accounts & Reports

To receive and consider the financial report of the Company and the related reports of the Directors (including the Remuneration Report) and auditors for the year ended 30 June 2017.

Note: Except for as set out in Resolution 1, there is no requirement for shareholders to approve these reports. Accordingly no resolution will be put to shareholders on this item of business.

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, the Remuneration Report (included in the Directors' report) for the financial year ended 30 June 2017 be adopted."

Resolution 2: Election of Mr Luke Waldren as a Director of the Company

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

"That Mr Luke Waldren, having been appointed to the Board of Directors during the year, retires as a director in accordance with the Constitution of the Company and being eligible for election, be elected as a director of the Company."

Resolution 3: Re-election of Mr James Joughin as a Director of the Company

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

"That Mr James Joughin, being a director who retires pursuant to the Constitution of the Company and being eligible for re-election offers himself for re-election, is hereby re-elected as a Director of the Company."

Resolution 4: Ratification of Prior Issue of Shares

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

"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve, ratify and confirm the allotment and issue on 30 August 2017 of 12,500,000 fully paid ordinary shares in the Company with an issue price of $0.12 (12 cents) per share as described in the Explanatory Statement."

Resolution 5: Ratification of Prior Issue of Shares

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

"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve, ratify and confirm the allotment and issue on 4 September 2017 of 10,595,785 fully paid ordinary shares in the Company with a deemed issue price of $0.14 (14 cents) per share as described in the Explanatory Statement."

Resolution 6: Increase in Aggregate Non-Executive Director Remuneration

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

"That for the purposes of clause 61 of the Constitution, ASX Listing Rule 10.17, and for all other purposes, the maximum aggregated annual Directors' fees payable to Non-Executive Directors for the financial year from and including the year commencing 1 July 2017, be increased from $200,000 per annum to $300,000, as described in the Explanatory Statement which accompanies and forms part of this Notice."

Resolution 7: Removal of Auditor

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

"That, for the purposes of section 329(1) of the Corporations Act and for all other purposes, Advantage Advisors Audit Partnership be removed as auditor of the Company as at the date of this meeting."

SPECIAL BUSINESS

Resolution 8: Appointment of Auditor

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

"That subject to the passing of Resolution 7, for the purposes of section 327D(2) of the Corporations Act and for all other purposes PKF Melbourne Audit & Assurance Pty Ltd, having given its consent be and is hereby appointed as auditor of the Company."

Resolution 9: Renewal of Proportional Takeover Bid Provision in the Constitution

To consider and, if thought fit, to pass the following resolution as a special resolution:

"That, for the purposes of Section 648G(4) of the Corporations Act 2001(Cth) and for all other purposes the members of the company approve the renewal of Rule 68, Clause 156 of the Company's Constitution."

Resolution 10: Approval for financial assistance in connection with the acquisition of issued shares in World Without Wires Pty Ltd

To consider and, if thought fit, pass the following resolution as a special resolution:

"That, in accordance with section 260B(2) of the Corporations Act 2001 (Cth), the Company approves by special resolution the transactions described and contemplated in the Statement of Material Information required under section 260B(4) of the Corporations Act 2001 (Cth) and which accompanies this Notice, and all elements of those transactions which may constitute the giving of financial assistance by World Without Wires Pty Ltd (ACN 108 833 781) for the purpose of, or in connection with, the acquisition by the Company of issued shares in World Without Wires Pty Ltd (ACN 108 833 781).

That further documents in addition to those mentioned in the Statement of Material Information may be required or desirable for the purposes of the transactions contemplated in the Statement of Material Information and the Company approves the entry into and performance of such documents by the Subsidiary to which it is a party.

That the Company approves and ratifies the proposed actions of the directors in doing all things necessary to give effect to the transactions contemplated in the Statement of Material Information which assists the acquisition by the Company of the issued shares in the Subsidiary and any other transaction contemplated therein."

Resolution 11: Approval of 10% Placement Facility

To consider and, if thought fit, pass the following resolution as a special resolution:

"That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum."

By order of the Board



Melanie Leydin
Company Secretary

16 October 2017

Notes

1. **Entire Notice:** The details of the resolution contained in the Explanatory Notes accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.

2. **Record Date:** The Company has determined that for the purposes of the Annual General Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm on the date 48 hours before the date of the Annual General Meeting will be taken, for the purposes of the Meeting, to be held by the persons who held them at that time. Only those persons will be entitled to vote at the Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

3. **Proxies**

   a. Votes at the Annual General Meeting may be given personally or by proxy, attorney or representative.

   b. Each shareholder has a right to appoint one or two proxies.

   c. A proxy need not be a shareholder of the Company.

   d. If a shareholder is a company it must execute under its common seal or otherwise in accordance with it constitution.

   e. Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise.

   f. If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.

   g. A proxy must be signed by the shareholder or his or her attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with corporation's constitution and Corporations Act.

   h. To be effective, proxy forms must be received by the Company's share registry (Security Transfer Registrars Pty Ltd) no later than 48 hours before the commencement of the Annual General Meeting, this is no later than 9:00am (AEDT) Melbourne time on Tuesday, 21 November 2017. Any proxy received after that time will not be valid for the scheduled meeting.

4. **Corporate Representative**

   Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

5. **Voting Exclusion Statement:**

   Resolution 1

   The Company will disregard any votes cast on this resolution (in any capacity) by or on behalf of a member of the Key Management Personnel (being those persons described as such in the Remuneration Report) or a closely related party of such a member unless the vote cast as proxy for a person entitled to vote in accordance with a direction on the proxy form.

   Any undirected proxies held by Directors or other Key Management Personnel or their closely related parties for the purposes of Resolution 1 (excluding the Chairman) will not be voted on Resolution 1. Accordingly, if you intend to appoint a member of Key Management Personnel as your proxy, please ensure that you direct them how to vote. If you intend to appoint the Chairman of the meeting as your proxy, you can direct him to vote by marking the box for Resolution 1. By marking the Chairman's box on the proxy form you acknowledge that the Chairman of the meeting will vote in favour of this item of business as your proxy. The Chairman will vote undirected proxies in favour of Resolution 1.

   Resolution 2

   There are no voting exclusions on this resolution.

   Resolution 3

   There are no voting exclusions on this resolution.

   Resolution 4

   The Company will disregard any votes cast on this resolution by any person who participated in the issue and any associates of those persons.

   However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or it is cast by the person chairing the meeting 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.

   Resolution 5

   The Company will disregard any votes cast on this resolution by any person who participated in the issue and any associates of those persons.

   However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or it is cast by the person chairing the meeting 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.

Resolution 6

The Company will disregard any votes cast on Resolution 6 by:

- any Director and any of their associates; and
- a member of the Key Management Personnel or a Closely Related Party of such a member.

However, the Company need not disregard a vote on Resolution 6 if:

- 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
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

Resolution 7

There are no voting exclusions on this resolution.

Resolution 8

There are no voting exclusions on this resolution.

Resolution 9

There are no voting exclusions on this resolution.

Resolution 10

There are no voting exclusions on this resolution.

Resolution 11

The Company will disregard any votes cast on Resolution 11 by any person who may participate in the proposed issue or any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, and any associate of such person.

6. Enquiries

Shareholders are invited to contact the Company Secretary, Melanie Leydin on (03) 9692 7222 if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT

Receipt and consideration of Accounts & Reports

A copy of the Annual Report for the financial year ending 30 June 2017 (which incorporates the Company's financial report, reports of the Directors (including the Remuneration Report) and the auditors) is not enclosed as there is no longer a requirement for the Company to incur the printing and distribution cost associated with doing so for all shareholders. You may obtain a copy free of charge in hard copy form by contacting the Company by phone at 1300 007 001, and you may request that this occurs on a standing basis for future years. Alternatively you may access the annual report at the Company's website: http://www.spirit.com.au/ or via the Company's announcement platform on ASX. Except for as set out in Resolution 1, no resolution is required on these reports.

Resolution 1: Adoption of Remuneration Report

Background

Section 250R(3) of the Corporations Act requires that a resolution to adopt the remuneration report must be put to the vote at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out in the Directors' Report in the Company's 2017 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

In accordance with Section 250SA of the Corporations Act 2001, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the remuneration report at the Annual General Meeting.

The Corporations Act requires the Company to put a resolution to Shareholders that, in accordance with Division 9 of Part 2G.2 of the Corporations Act, if twenty five (25%) per cent or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must go up for re-election.

It is noted that at the Company's last Annual General Meeting, the votes cast against the remuneration report represented less than twenty five (25%) per cent of the total votes cast and accordingly, a spill resolution will not under any circumstances be required for the Annual General Meeting.

The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

Directors Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company (as such interests are described in the Remuneration Report) and, as described in the voting exclusions on this resolution (set out in the Notice of AGM), that each Director (or any Closely Related Party of a Director) is excluded from voting their shares on this resolution, the Directors unanimously recommend that shareholders vote in favour of Resolution 1 to adopt the Remuneration Report.

Voting Exclusions

The Company will disregard any votes cast on this resolution (in any capacity) by or on behalf of a member of the Key Management Personnel (being those persons described as such in the Remuneration Report) or a closely related party of such a member unless the vote cast as proxy for a person entitled to vote in accordance with a direction on the proxy form.

Any undirected proxies held by Directors or other Key Management Personnel or their closely related parties for the purposes of Resolution 1 (excluding the Chairman) will not be voted on Resolution 1. Accordingly, if you intend to appoint a member of Key Management Personnel as your proxy, please ensure that you direct them how to vote. If you intend to appoint the Chairman of the meeting as your proxy, you can direct him to vote by marking the box for Resolution 1. By marking the Chairman's box on the proxy form you acknowledge that the Chairman of the meeting will vote in favour of this item of business as your proxy. The Chairman will vote undirected proxies in favour of Resolution 1.

Resolution 2: Election of Mr Luke Waldren as a Director of the Company

Background

Mr Luke Waldren was appointed as a Non-Executive Director on 1 October 2017 as a casual vacancy and is eligible for election.

Mr Waldren has over 30 years' experience in Advertising, Communications and Marketing, having held senior roles in Australia and USA. Previous roles include several agency roles, culminating as Chief Executive Officer of Grey Group Australia. In 2014 Mr Waldren moved across to join Sportsbet as General Manager, Marketing.

Directors Recommendation

The Board (with Mr Waldren abstaining), recommends that shareholders vote in favour of the election of Mr Waldren. The Chairman of the meeting intends to vote undirected proxies in favour of Mr Waldren's election.

Voting Exclusions

There are no voting exclusions on this resolution.

Resolution 3: Re-election of Mr James Joughin as a Director of the Company

Background

The Constitution of the Company requires that at every annual general meeting, at least one Director shall retire from office and provides that such Directors are eligible for re-election at the meeting. Mr James Joughin being eligible, offers himself for re-election.

James Joughin brings over 30 years of general corporate experience, having been a senior partner of Ernst & Young until 2013. He was a partner of that firm for 17 years and headed the Mergers and Acquisitions division in Melbourne. James is also an experienced company director and holds non-executive directorships of a number of private companies and a public company. He is currently chair of a private engineering and planning group and previously chair of the finance and risk committee at both private and not for profit organisations. For most of his career, James has been providing advice to Boards in relation to growth strategies, improving shareholder value, mergers and acquisitions, funding (both debt and equity) and IPOs (Initial Public Offerings).

Directors Recommendation

The Board (with Mr Joughin abstaining), recommends that shareholders vote in favour of the re-election of Mr Joughin. The Chairman of the meeting intends to vote undirected proxies in favour of Mr Joughin's re-election.

Voting Exclusions

There are no voting exclusions on this resolution.

Resolution 4: Ratification of Prior Issue of Shares

Background

The Company is seeking shareholder approval to ratify the issue of 12,500,000 fully paid ordinary shares to institutional and sophisticated investors, as part of the Company's capital raising as announced on 25 August 2017.

Listing Rule 7.4 provides that a company may reinstate its capacity to issue up to 15% of the ordinary securities on issue in a 12 month period if shareholders ratify the previous issue of securities and the issue did not breach Listing Rule 7.1.

Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to Listing Rule 7.4:

(a) the total number of fully paid ordinary shares in the Company that were issued is 12,500,000;

(b) the Shares were issued at a price of $0.12 (12 cents) per share;

(c) the Shares allotted and issued rank equally with the existing Shares on issue;

(d) the Shares were allotted and issued to new and existing institutional and sophisticated investors; and

(e) the funds raised will partially fund the acquisition of World Without Wires Pty Ltd as announced on 25 August 2017.

Board Recommendation

The Board recommends that shareholders vote in favour of the ratification of the prior issue of 12,500,000 fully paid ordinary shares to institutional and sophisticated investors. The Chairman of the meeting intends to vote undirected proxies in favour of the prior share issue.

Voting Exclusions

The Company will disregard any votes cast on this resolution by any person who participated in the issue and any associates of those persons.

However the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or it is cast by the person chairing the meeting 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.

Resolution 5: Ratification of Prior Issue of Shares

Background

The Company is seeking shareholder approval to ratify the issue of 10,595,785 fully paid ordinary shares subject to voluntary escrow until 30 June 2018 to the Vendors in relation to the acquisition of World Without Wires Pty Ltd as announced on 25 August 2017.

Listing Rule 7.4 provides that a company may reinstate its capacity to issue up to 15% of the ordinary securities on issue in a 12 month period if shareholders ratify the previous issue of securities and the issue did not breach Listing Rule 7.1.

Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to Listing Rule 7.4:

(a) the total number of fully paid ordinary shares in the Company that were issued is 10,595,785;

(b) the Shares were issued at a deemed issue price of $0.14 (14 cents) per share;

(c) the Shares allotted and issued rank equally with the existing Shares on issue, and are subject to voluntary escrow until 30 June 2018;

(d) the Shares were allotted and issued to the Vendors as follows:

Vendor	**Shares**
Drew Byron Moorley	894,021
Damien Makarewicz	2,980,064
Dainen Keogh	4,966,771
Patrick Aric Cole	1,655,593
Claire Keogh	99,336
Total	**10,595,785**

(e) the Shares were allotted and issued as completion shares in relation to the acquisition of World Without Wires Pty Ltd as announced on 25 August 2017. No funds have been raised as part of the issue.

Board Recommendation

The Board recommends that shareholders vote in favour of the ratification of the prior issue of 10,595,785 fully paid ordinary shares to the Vendors of the World Without Wires Pty Ltd acquisition. The Chairman of the meeting intends to vote undirected proxies in favour of the prior share issue.

Voting Exclusions

The Company will disregard any votes cast on this resolution by any person who participated in the issue and any associates of those persons.

However the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or it is cast by the person chairing the meeting 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.

Resolution 6: Increase in Aggregate Non-Executive Director Remuneration

The Company seeks shareholder approval to increase the maximum aggregate fees paid to non-executives of the Board by $100,000, from $200,000 to $300,000 per annum. Shareholder approval is sought under clause 41 of the Constitution and ASX Listing Rule 10.17.

The Board considers it appropriate to increase the Maximum Fees Cap, to take account of:

- the Board recently appointing an additional Non-Executive Director to provide additional skills and expertise;
- the continuing increase in size and scale of operations of the Company;
- the need to enable incremental increases in Non-Executive Director remuneration as required over time; and
- the need for appropriate succession planning.

It is imperative that the Company remains able in the future to attract and retain Non-Executive Directors with the appropriate experience, expertise, skills and diversity to oversee the Company's business and strategic direction. An increased Maximum Fees Cap will assist to achieve this and will also provide the Company with sufficient flexibility to make appropriate appointments to the Board if suitable candidates are identified.

Shareholders should also note that, if the proposed new Maximum Fees Cap is approved, it will not necessarily represent the full sum paid to Non-Executive Directors each financial year. The Company will in future continue to set the actual level of remuneration of its Non-Executive Directors within the Maximum Fees Cap, having regard to independent external advice, market practice, Board performance and other appropriate factors.

The remuneration of each Non-Executive Director for the financial year ended 30 June 2017 is detailed in the Annual Report.

As required by ASX Listing Rule 10.17, the following is a list of all securities issued to the Company's Non-Executive Directors under ASX Listing Rule 10.11 or 10.14 within the preceding three years:

- 6,250,000 (pre March 2017 consolidation) unlisted options granted to James Joughin for nil cash consideration on 20 December 2016, exercisable at $0.19 (19 cents) and expiring 24 November 2019; and
- 6,250,000 (pre March 2017 consolidation) unlisted options granted to Terence Gray for nil cash consideration on 20 December 2016, exercisable at $0.19 (19 cents) and expiring 24 November 2019;
- 2,516,274 (pre March 2017 consolidation) fully paid ordinary shares issued to Terence Gray and 813,418 options, being part of the shares and options issued as consideration for the acquisition of 100% of the issued shares in Spirit Telecom (Australia) Pty Ltd.
- 5,000,000 (pre March 2017 consolidation) fully paid ordinary shares at an issue price of $0.02 (2 cents) per share as part of a placement.

Board Recommendation

Given their interest in the outcome of this resolution, the Board does not make any recommendation on how Shareholders vote in respect of Resolution 6.

Voting Exclusions

The Company will disregard any votes cast on this resolution by any Director and any of their associates.

However, the Company need not disregard a vote if 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 by the Chairman of the meeting as proxy for a person who is entitled to vote and does not specify the way the proxy is to vote.

Further, a member of the Key Management Personnel and their closely related parties who are appointed proxy will not vote on this resolution unless the appointment specifies the way the proxy is to vote on the resolution or the proxy is the Chairman and the appointment expressly authorises the Chairman to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 7: Removal of Auditor

Background

The Company has received notice of intention to move a resolution for the removal of Advantage Advisors Audit Partnership as auditor of the Company. A copy of such notice has been provided to Advantage Advisors Audit Partnership and to ASIC in accordance with the Corporations Act.

Advantage Advisors Audit Partnership have been the Company's auditors since June 2013. The Board of Directors also considered it is an appropriate time in the lifecycle of the Company to change the auditor of the Company.

A copy of the notice of intention is attached to this notice of meeting.

Directors Recommendations

In respect of Resolutions 7, the Directors recommend that shareholders vote in favour of the Resolution.

Voting Exclusions

There are no voting exclusions on this resolution.

SPECIAL BUSINESS

Resolution 8: Appointment of Auditor

Background

Section 327D of the Corporations Act provides that when an auditor is removed from a company, the company may appoint a new auditor at a general meeting by special resolution. Resolution 8 provides for the auditor vacancy to be filled if Resolution 7 is passed.

The Director's propose that PKF Melbourne Audit & Assurance Pty Ltd be appointed as the Company's auditor effective from the date of this meeting.

PKF Melbourne Audit & Assurance Pty Ltd has given written consent to act as the Company's auditor in accordance with Section 328A(1) of the Corporations Act.

Voting Exclusions

There are no voting exclusions on this resolution.

Directors Recommendations

In respect of Resolution 8, the Directors recommend that shareholders vote in favour of the Resolution.

Resolution 9: Renewal of Proportional Takeover Bid provision in the Constitution

Background

Rule 68, Clause 156 of the Company's Constitution contains provisions dealing with member approval requirements if there was to be any proportional takeover bids for the Company's securities (Proportional Takeover Bid Provisions).

A "proportional takeover bid" means an off-market bid for a specified proportion of the Company's securities held by each shareholder in a class for which a takeover bid has been made. It is not a bid for all securities held by all members of that class, only part of the securities each holds.

Part 6.5 Subdivision 5C of the Corporations Act provides that these Proportional Bid Provisions cease to apply at the end of 3 years from their adoption (or last renewal), but that they may be renewed by special resolution of the members. The Board believes it is appropriate that the Proportional Takeover Bid Provisions of the Company's Constitution (Rule 68, Clause 156) be renewed.

In seeking the members' approval for the renewal of the Proportional Takeover Bid Provisions, the Corporations Act requires the below information to be provided to members.

Effect of provisions proposed to be renewed

Rule 68, Clause 156 of the Constitution provides that the Company is prohibited from registering any transfer of shares giving effect to a contract of sale pursuant to a proportional takeover bid unless and until after the proposed transfer has been approved by the members at a general meeting of the Company (Approving Resolution). The person making the offer for the securities (Offeror) (and their associates) cannot vote on the Approving Resolution and the Approving Resolution requires the approval of more than 50% of members who are entitled to vote at that meeting.

Reason for the resolution

Rule 68, Clause 156 of the Constitution is required to be renewed as more than 3 years have passed since the last renewal of the Constitution. Section 648(G)(1) of the Corporations Act provides that Proportional Takeover Bid Provisions such as provided in Rule 68, Clause 156 cease to apply at the end of 3 years from their adoption (or their last renewal). Section 648(G)(4) enables the members to approve a renewal of Proportional Bid Provisions.

The Directors believe that the members should continue to have the choice of considering whether to accept a bid for what might become control of the Company without the members having the opportunity to dispose of all of their securities (rather than just some of their securities, as would be the case under a proportional takeover bid). To preserve this choice, Rule 68, Clause 156 needs to be renewed. If Rule 68, Clause 156 is renewed and any proportional takeover bid (if any) is subsequently approved by members, each member will still have the right to make a separate decision whether that member wishes to accept the (proportional takeover) bid for their own securities.

Awareness of current acquisition proposals

As at the date of these Explanatory Notes, none of the Directors are aware of any proposal for any person to acquire (or increase the extent of) a substantial interest in the Company from its current level.

Advantages and disadvantages of the Proportional Bid Provisions since last renewed

As there have been no takeover bids made for any of the shares in the Company since the last renewal of the Proportional Takeover Bid Provisions, there has been no application of Rule 68, Clause 156. It may be argued that the potential advantages and disadvantages described below have also applied for the period since adoption of Rule 68 Clause 156.

Potential advantages and disadvantages of the proposed resolution for both directors and shareholders

An advantage to the directors of renewing the Proportional Takeover Bid Provisions is that the Board will be able to assess the member's acceptance or otherwise of a proportional takeover bid should one be made.

As stated above, renewing Rule 68, Clause 156 provides the members with the choice of considering whether to accept a bid for what might become control of the Company without the members having the opportunity to dispose of all of their securities (rather than just some of their securities, as would be the case under a proportional takeover bid). If Rule 68, Clause 156 is not renewed, members will not have this opportunity.

On the other hand, it may be argued that the renewal of Rule 68, Clause 156 may make proportional takeover bids more difficult to succeed and therefore effectively discourage proportional takeover bids being made and reduce the freedom for members to sell some of their securities.

Voting Exclusions

There are no voting exclusions on this resolution.

Directors Recommendations

Balancing the above advantages and disadvantages, the Directors are of the view that the advantages of renewing the Proportional Takeover Bid Provisions outweigh any disadvantages and unanimously recommend the renewal. Accordingly, Shareholder approval is sought pursuant to this Resolution 9.

The Chairman in his capacity as proxy holder intends to vote undirected proxies in favour of approving this Resolution 9.

Resolution 10: Approval for financial assistance in connection with the acquisition of issued shares in World Without Wires Pty Ltd

Background

The Company acquired all 100 issued shares in the Subsidiary on or about 4 September 2017.

As per a resolution of its Board, the Company has entered into a facility agreement (**Facility Agreement**) with, among others, Bank of Melbourne - A Division of Westpac Banking Corporation (ABN 33 007 457 141) (**Lender**) on or about 26 September 2017.

Under the terms of the Facility Agreement, the Company is required to procure that the Subsidiary becomes an additional guarantor under the Facility Agreement within 90 days of the Company becoming a wholly-owned subsidiary of the Company.

Therefore, the Subsidiary now proposes to enter into:

(a) an accession agreement to the Facility Agreement under which the Subsidiary will become a party to the Facility Agreement as an additional guarantor (**Accession Agreement**);

(b) a guarantee and indemnity under which the Subsidiary will guarantee the liabilities of the Company and each other guarantor under the Facility Agreement to the Lender (**Guarantee and Indemnity**);

(c) a security agreement under which the Subsidiary will charge all its assets and undertakings in favour of the Lender as security for the liabilities of the Company and each other guarantor under the Facility Agreement to the Lender (**Security Agreement**);

(d) a deed of right of entry to the lease dated on or about 1 July 2016 between the Company (as tenant) and Allwarren Pty Ltd (as landlord) in respect of the property located at 1/68-70 Township Drive, West Burleigh, Queensland 4219 (**Deed of Right of Entry**); and

(e) any other document ancillary to, required by, or in connection with, the Facility Agreement, any document replacing the Facility Agreement and any guarantee, indemnity or security interest given in connection with the Facility Agreement, any document replacing the Facility Agreement and any related document (**Ancillary Documents**).

That the Facility Agreement, the Accession Agreement, the Guarantee and Indemnity, the Security Agreement, the Deed of Right of Entry and the Ancillary Documents are collectively referred to as the **Finance Documents**.

Future Facilities

The Company may arrange refinancing and additional financing facilities (including working capital facilities) of an amount to be determined in the future from time to time. In order to secure and regulate the obligations of the Company and any applicable subsidiary or related entity of it in relation to such financing facilities, each subsidiary may, from time to time:

(a) execute, or accede to, a new facilities agreement as an obligor:

  (i) on substantially the same terms as the Facility Agreement;

  (ii) on terms approved by the board or members (or both) of the Company at the relevant time;

(b) give one or more of a guarantee, indemnity or security interest over its assets (whether by way of mortgage or other security interest) to secure each obligor's obligations under any new facilities agreement and any related document; and

(c) execute, or accede to, any document in connection with, or ancillary to, any new facilities agreement or guarantee, indemnity or security interest given in connection with any new facilities agreement and any restated documents.

These documents, together with the Finance Documents, are referred to as the Documents.

The Subsidiary's obligations under each Document to which it is a party are significant. Those obligations will include:

(a) unconditionally and irrevocably guaranteeing the performance of the obligations (including payment obligations) of its holding company and any applicable subsidiary or related entity of it under certain of the Documents (including the Facility Agreement) from time to time;

(b) indemnifying the lender or lenders and other parties against any liability or loss or cost incurred by them under certain of the Documents (including the Facility Agreement); and

(c) if required, giving security interests over its assets to secure the obligations of its or its holding company or the Company and any applicable subsidiary or related entity of it under the Documents from time to time.

Financial Assistance

The entering into and performing of obligations under the Finance Documents will constitute the giving of financial assistance by the Subsidiary under section 260A of the Corporations Act 2001 (Cth).

Financial assistance only contravenes section 260A of the Corporations Act 2001 (Cth) if it prejudices the interests of shareholders or creditors of a company. In this regard, section 260A(1)(a) of the Corporations Act 2001 (Cth) states that a company may only financially assist a person to acquire shares in the company (or a holding company of the company) if:

"(a) giving the assistance does not materially prejudice:

(i) the interests of the company or its shareholders; or
(ii) the company's ability to pay its creditors."

If there is prejudice to the interests of shareholders or creditors of a company, then the financial assistance will nevertheless not contravene section 260A of the *Corporations Act 2001* (Cth) if shareholder approval to the financial assistance is obtained by the company as provided for under section 260A(1)(b) of the *Corporations Act 2001* (Cth).

The directors of the Subsidiary have considered the requirements of section 260A of the *Corporations Act 2001* (Cth). The directors have ***not*** formed the view that the giving of the financial assistance will have the effect of prejudicing the interests of creditors or shareholders of the Subsidiary. The directors of the Subsidiary have, however, decided to seek shareholder approval under section 260A(1)(b) of the *Corporations Act 2001* (Cth).

In addition, section 260B(2) of the *Corporations Act 2001* (Cth) provides that:

"If [the Subsidiary] will be a subsidiary of a listed domestic corporation immediately after the acquisition referred to in section 260A occurs, the financial assistance must also be approved by a special resolution passed at a general meeting of that corporation".

As the Company is the ultimate Australian holding company of the Subsidiary, the financial assistance must be approved by a special resolution of the Company for the section 260B(2) of the *Corporations Act 2001* (Cth).

Pursuant to section 249A(2) of the *Corporations Act 2001* (Cth), a company may pass a resolution, without a general meeting if all the members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

The approval of the members of the Company is therefore sought pursuant to sections 260B(2) and 249A(2) of the *Corporations Act 2001* (Cth), in respect of the Subsidiary, to the financial assistance described above.

Reasons for the proposal to give financial assistance

Certain facilities (in accordance with the terms of the Facility Agreement) have been requested by and made available to the Company and various other group companies.

As at the date of this Statement of Material Information, the facilities provided under the Facility Agreement have a combined limit of approximately A$6,000,000 and the terms of the Facility Agreement and each other Finance Document to which the Subsidiary will be bound following execution of the Accession Agreement includes events of default, undertakings, representations and warranties from the borrower and guarantors consistent with agreements of this nature.

In consideration for the continuation of those facilities, the Subsidiary is required to execute the Finance Documents to which it is a party.

If the financial assistance is not approved then the Company may be in default under the Facility Agreement in which case the Lender may exercise its rights to demand payment of all outstanding moneys from the Company and the other relevant group companies.

Effect of giving financial assistance on the financial position of the Company

The directors believe that the interests of the members of the Company and the Company's ability to pay its creditors will not be prejudiced by entry by the Subsidiary into the Finance Documents to which it is a party.

If, however, the Finance Documents are enforced at any stage this may have an impact on the solvency of the Company and the Subsidiary, and the interests of the creditors and/or members of the Company and the Subsidiary.

In determining whether to approve the financial assistance it is relevant to consider the likelihood that the Finance Documents will be enforced. After having regard to the financial and trading position of the Company, the Subsidiary and the various other group companies (and therefore the Company's and the other relevant group companies' ability to service the repayment obligations under the Facility Agreement), the members of the Company might form the view that there is no significant prospect of the Finance Documents being enforced.

Prior Notice

As required by section 260B(5) of the *Corporations Act 2001* (Cth), a copy of this Statement of Material Information as sent to the members of the Company was lodged with the Australian Securities and Investments Commission prior to its dispatch to the members.

Disclosure

The Company considers this statement to contain all material information known to the Company that could reasonably be required by the members in deciding how to vote on the proposed resolution.

Conclusion

In the opinion of the directors of the Company, after taking into account the financial position of the Company (including future liabilities and contingent liabilities of the Company) and the advantages and disadvantages of the proposed resolution, the giving of any financial assistance by the Subsidiary pursuant to the Facility Agreement or the Finance Documents or the transactions contemplated in them would not be likely to prejudice materially the interests of the creditors or members of the Company or the Subsidiary, or any class of those creditors or members.

Voting Exclusions

There are no voting exclusions on this resolution.

Directors Recommendations

The Board recommends that shareholders vote in favour of Resolution 10. The Chairman of the meeting intends to vote undirected proxies in favour of this Resolution.

Resolution 11: Approval of 10% Placement Facility

Background

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

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of $300 million or less. The Company is an eligible entity.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (see below).

The Company continues actively seeking to increase work on its current operations and reviewing new potential projects and investments. Should the Company utilise the 10% Placement Facility, it intends to use the funds to acquire new assets or investments, to conduct further work on its current operations or to meet additional working capital requirements.

Directors Recommendations

The Directors of the Company believe that Resolution 11 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

Voting Exclusions

The Company will disregard any votes cast on Resolution 11 by any person who may participate in the proposed issue or any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, and any associate of such person.

Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting. This means it requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

(b) Equity Securities

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

The Company, as at the date of the Notice, has on issue four classes of Equity Securities, Shares and Unlisted Options, Listed Options and Performance Rights.

(c) Formula for calculating 10% Placement Facility

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

(A x D)–E

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

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

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

(C) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rules 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;

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

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

D is 10%

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

(d) Listing Rule 7.1 and Listing Rule 7.1A

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

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

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 trading days immediately before:

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

(f) 10% Placement Period

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

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

(**10% Placement Period**).

Listing Rule 7.1A

The effect of Resolution 11 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 11 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

(a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 trading days immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed; or

(ii) if the Equity Securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(b) If Resolution 11 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Listed Options, only if the Listed Options are exercised). Shareholders may be exposed to economic risk and voting dilution, including the following:

(i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and

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

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

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

- two examples where variable “A” has increased, by 50% and 100%. Variable “A” is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders’ meeting; and
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		**Dilution**		
		$0.063 **50% decrease in Issue Price**	$0.125 **Issue Price**	$0.250 **100% increase in Issue Price**
Current Variable A 207,745,605 Shares	**10% Voting Dilution**	20,774,561 Shares	20,774,561 Shares	20,774,561 Shares
	Funds raised	$1,308,797	$2,596,820	$5,193,640
50% increase in current Variable A 311,618,408 Shares	**10% Voting Dilution**	31,161,841 Shares	31,161,841 Shares	31,161,841 Shares
	Funds raised	$1,963,196	$3,895,230	$7,790,460
100% increase in current Variable A 415,491,210 Shares	**10% Voting Dilution**	41,549,121 Shares	41,549,121 Shares	41,549,121 Shares
	Funds raised	$2,617,595	$5,193,640	$10,387,280

The table has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- No Listed Options (including any Listed Options issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities;
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder’s holding at the date of the Annual General Meeting.
- The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Listed Options, it is assumed that those Listed Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- The issue price is **$0.125**, being the closing price of the Shares on ASX on **20 September 2017**.

(c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under Resolution 11 for the issue of the Equity Securities will cease to be valid in the event that

Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities or Listing Rule 11.2 (disposal of main undertaking).

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

(i) non-cash consideration for the acquisition of the new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or

(ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expense associated with such acquisition), continued expenditure on the Company's current assets and projects and/or general working capital.

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

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

(i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;

(ii) the effect of the issue of the Equity Securities on the control of the Company;

(iii) the financial situation and solvency of the Company; and

(iv) advice from corporate, financial and broking advisers (if applicable).

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

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

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

Equity Issues over the Last 12 Months – Listing Rule 7.3A.6

The table below shows the total number of equity securities issued in the past 12 months preceding the date of the AGM and the percentages those issues represent of the total number of equity securities on issue at the commencement of the 12 month period with all numbers noted on a post-consolidation basis.

Number of equity securities on issue at commencement of 12 month period	*213,823,536*
Equity securities issued in the prior 12 month period*	*43,047,192*
Percentage of equity securities represent of total number of equity securities on issue at commencement of 12 month period	*20.13%*

* For full details of the issues of equity securities made by the Company since the date of the last Annual General Meeting, see Appendix 1. Included in this Appendix is a summary of the amount of funds raised as a result of the capital raisings during the previous 12 month period. The funds raised as a result of the capital raising have been used for the acquisition of Phone Names Marketing Pty Ltd and World Without Wires Pty Ltd.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

"**$**" means Australian Dollars;

"**10% Placement Facility**" has the meaning as defined in the Explanatory Statement for Resolution 11;

"**10% Placement Period Facility**" has the meaning as defined in the Explanatory Statement for Resolution 11;

"**Annual Report**" means the Directors' Report, the Financial Report, and Auditor's Report, in respect to the year ended 30 June 2017;

"**ASX**" means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

"**ASX Settlement Operating Rules**" means the rules of ASX Settlement Pty Ltd which apply while the Company is an issuer of CHESS approved securities;

"**Auditor's Report**" means the auditor's report on the Financial Report;

"**AEDST**" means Australian Eastern Daylight Standard Time.

"**Board**" means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

"**Chairman**" means the person appointed to chair the Meeting of the Company convened by the Notice;

"**CHESS**" has the meaning in Section 2 of the ASX Settlement Operating Rules**;**

"**Closely Related Party**" means:

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

"**Company**" means Spirit Telecom Limited ACN 089 224 402;

"**Constitution**" means the constitution of the Company as at the date of the Meeting;

"**Convertible Security**" means a security of the Company which is convertible into shares;

"**Corporations Act**" means the Corporations Act 2001 (Cth);

"**Director**" means a Director of the Company;

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

"**Equity Security**" has the same meaning as in the Listing Rules;

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

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

"**Key Management Personnel**" means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

"**Listing Rules**" means the Listing Rules of the ASX;

"**Meeting**" has the meaning given in the introductory paragraph of the Notice;

"**Notice**" means the Notice of Meeting accompanying this Explanatory Statement;

"**Proxy Form**" means the proxy form attached to the Notice;

"**Remuneration Report**" means the remuneration report which forms part of the Directors' Report of Spirit Telecom Limited for the financial year ended 30 June 2017 and which is set out in the 2017 Annual Report.

"**Resolution**" means a resolution referred to in the Notice;

"**Schedule**" means schedule to the Notice;

"**Section**" means a section of the Explanatory Memorandum;

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

"**Shareholder**" means shareholder of the Company;

"**Trading Day**" means a day determined by ASX to be a trading day in accordance with the Listing Rules;

"**VWAP**" means volume weighted average price.

Annexure A

CASH ISSUES

Date	Number of Securities	Security Type	Terms	Description	Party or Basis	Price	Discount	Total Consideration	Use of Consideration
13 Dec 2016	16,681,407	FPO	FPO	Placement	Institutional and sophisticated investors	$0.027	N/A	$2,251,990	Primarily for finalising the acquisition of Phone Name, and on-going working capital requirements.
30 Aug 2017	12,500,000	FPO	FPO	Placement	Institutional and sophisticated investors	$0.12	N/A	$1,500,000	The placement partially funded the acquisition of World Without Wires Pty Ltd
							Total	**$3,751,990**	

NON-CASH ISSUES

Date	Number of Securities	Security Type	Terms	Description	Party or Basis	Price	Discount	Total Consideration	Use of Consideration
20 Dec 2016	2,500,000	UO	UO	Unlisted options exercisable at 19 cents each, expiring on 24 November 2019 issued to Directors as approved by shareholders at the Company's 2016 Annual General Meeting	Non-Executive Directors	$Nil	N/A	N/A	N/A
20 Dec 2016	770,000	PR	PR	Performance rights expiring 20 December 2019, vesting on satisfaction of certain vesting conditions issued to the Managing Director as approved by shareholders at the Company's 2016 Annual General Meeting	Managing Director	$Nil	N/A	N/A	N/A
4 Sep 2017	10,595,785	FPO	FPO	Completion shares issued to the vendors in relation to the acquisition of World Without Wires Pty Ltd	Vendors of World Without Wires Pty Ltd	Deemed issue price of $0.14	N/A	N/A	N/A

Glossary

FPO *Fully Paid Ordinary Shares*

UO *Unlisted Options*

PR *Performance Rights*

Notice of Removal of Auditor

Spirit Telecom Limited

ACN: 089 224 402

Date: 20 September 2017

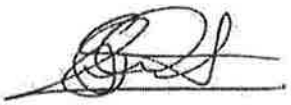
Removal of Auditors

To The Secretary,

The individual noted below, in his power as a shareholder, wishes to propose that the Company include in its notice of Annual General Meeting to be held on or about 23rd November 2017 a resolution to remove the current Company Auditors, Advantage Advisors Audit Partnership as auditor of Spirit Telecom Limited.

It is proposed that a resolution be put to the meeting to consider and, if thought fit, shareholders pass the resolution that Advantage Advisors Audit Partnership be removed as the auditor of the Company at the Company's upcoming Annual General Meeting.

Signed:



20/9/17
Date

On behalf of: Chloedarcy Investments Pty Ltd

SPIRIT TELECOM LIMITED

ACN: 089 224 402

«EFT_REFERENCE_NUMBER»

«Post_zone»
«Company_code» «Sequence_number»

«Holder_name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»

REGISTERED OFFICE:
LEVEL 4
100 ALBERT ROAD
SOUTH MELBOURNE VIC 3205

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

Code: ST1

Holder Number: «HOLDER_NUM

PROXY FORM

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

VOTE ONLINE

Lodge your proxy vote securely at **www.securitytransfer.com.au**
1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

«ONLINE

SECTION A: Appointment of Proxy

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

☐ The meeting chairperson **OR**

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the Proxy sees fit) at the Annual General Meeting of the Company to be held at 9:00am AEDT on Thursday 23 November 2017 at Baker & McKenzie, Level 19, 181 William Street, Melbourne Victoria 3000 and at any adjournment of that meeting.

SECTION B: Voting Directions

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

RESOLUTION	For	Against	Abstain*
1. Adoption of Remuneration Report	☐	☐	☐
2. Election of Mr Luke Waldren as a Director of the Company	☐	☐	☐
3. Re-election of Mr James Joughin as a Director of the Company	☐	☐	☐
4. Ratification of Prior Issue of Shares	☐	☐	☐
5. Ratification of Prior Issue of Shares	☐	☐	☐
6. Increase in Aggregate Non-Executive Director Remuneration	☐	☐	☐
7. Removal of Auditor	☐	☐	☐
8. Appointment of Auditor	☐	☐	☐
9. Renewal of Proportional Takeover Bid Provision in the Constitution	☐	☐	☐
10. Approval for financial assistance in connection with the acquisition of issued shares in World Without Wires Pty Ltd	☐	☐	☐
11. Approval of 10% Placement Facility	☐	☐	☐

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

SECTION C: Signature of Security Holder(s)

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

Individual or Security Holder	Security Holder 2	Security Holder 3
Sole Director & Sole Company Secretary	Director	Director/Company Secretary

Proxies must be received by Security Transfer Australia Pty Ltd no later than 9:00am AEDT on Tuesday 21 November 2017.

My/Our contact details in case of enquiries are:

Name:

Number:

( )

1. NAME AND ADDRESS

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

2. APPOINTMENT OF A PROXY

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

3. DIRECTING YOUR PROXY HOW TO VOTE

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

4. APPOINTMENT OF A SECOND PROXY

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

To appoint a second Proxy you must:

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

b) Return both forms in the same envelope.

5. SIGNING INSTRUCTIONS

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

Joint Holding: where the holding is in more than one name, all of the Shareholders must sign.

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the Company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

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

6. LODGEMENT OF PROXY

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

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

Security Transfer Australia Pty Ltd

Online	www.securitytransfer.com.au
Postal Address	PO BOX 52 Collins Street West VIC 8007
Street Address	Suite 913, Exchange Tower 530 Little Collins Street Melbourne VIC 3000
Telephone	1300 992 916
Facsimile	+61 8 9315 2233
Email	registrar@securitytransfer.com.au

PRIVACY STATEMENT

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