ASX ANNOUNCEMENT
26 October 2018

2018 Annual General Meeting

Friday, 26 October 2018: U.S-based fintech company Change Financial Limited (ASX:CCA) ("Change Financial" or "the Company"), announces that its 2018 Annual General Meeting will be held at **11.00am** on **Wednesday, 28 November 2018** at the offices of Pitcher Partners, Level 22, MLC Centre, 19 Martin Place, Sydney.

The Notice of Meeting, Explanatory Memorandum and Proxy Form have been mailed to shareholders today. Copies of these documents follow this announcement.

The 2018 Annual Report has also been mailed today to shareholders who have elected to receive a printed copy. A copy of the Annual Report was lodged with the ASX on 1 October 2018 and is available on Change Financial's website.

For more information, please contact:

Ash Shilkin
Executive Director
Phone: +61 2 8280 7355
Email: **investors@changefinancial.com**

Julia Maguire
Investors and Media (AUS)
The Capital Network
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About Change Financial

Change Financial Limited (ASX:CCA) is a US-focused fintech company revolutionising the way traditional currencies and digital assets flow between consumers, businesses and financial institutions through its range of innovative, globally scalable payments' services. Change Financial's solutions include a registered Mastercard enterprise processor, a blockchain-based payments platform and cryptocurrency and an award-winning consumer digital banking platform.

To learn more, please visit: www.changefinancial.com

Notice of Annual General Meeting
and Explanatory Memorandum

Change Financial Limited

ACN 150 762 351

Date of Meeting:	28 November 2018
Time of Meeting:	11.00am (Sydney time)
Place of Meeting:	c/- Pitcher Partners Level 22, MLC Centre 19 Martin Place Sydney NSW 2000 Australia

This is an important document and requires your attention
If you are in any doubt about how to deal with this document, please consult your legal, financial or other professional advisor.

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of shareholders of Change Financial Limited ACN 150 762 351 (**Company**) will be held at c/- Pitcher Partners, Level 22, MLC Centre, 19 Martin Place, Sydney, NSW, Australia on **28 November 2018** at **11.00am** (Sydney time).

Terms used in this Notice of Meeting are defined in Section 7 of the accompanying Explanatory Memorandum.

AGENDA

ORDINARY BUSINESS

Financial Statements

To receive and consider the Annual Report of the Company and its controlled entities for the period ended 30 June 2018 comprising the Directors' Report, Directors' Declaration, Auditor's report, Consolidated Statement of Profit or Loss and Other Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and Notes to the Consolidated Financial Statements for the Company.

Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, pass the following Resolution, as an advisory Resolution, without amendment:

"That for the purposes of section 250R(2) of the Corporations Act, and for all other purposes, the Remuneration Report for the year ended 30 June 2018 (as set out in the Directors' Report) is adopted."

The vote on this Resolution 1 is advisory only and does not bind the Directors or the Company.

Voting restriction pursuant to section 250R(4) of the Corporations Act

A vote on this Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

(a) a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report; and

(b) a Closely Related Party of such a member.

However, the above persons may cast a vote on Resolution 1 if:

(a) the person does so as a proxy; and

(b) the vote is not cast on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report or a Closely Related Party of such a member; and

(c) either:

(1) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or

(2) the voter is the Chairman of the Meeting and the appointment of the Chairman as proxy:

A. does not specify the way the proxy is to vote on the Resolution; and

B. expressly authorises the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company or, if the Company is part of a

consolidated entity, for the entity.

Voting Intentions of the Chairman

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the Resolutions the subject of this Meeting, including Resolution 1, subject to compliance with the Corporations Act. In exceptional circumstances, the Chair of the Meeting may change his/her voting intention on any Resolution, in which case an ASX announcement will be made.

Further details, in relation to the ability of the Chairman to vote on undirected proxies are set out in the accompanying proxy form.

Resolution 2 – Re-election of Ms Teresa Clarke as a Director

To consider and, if thought fit, pass the following Resolution, as an Ordinary Resolution, without amendment:

"That Ms Teresa Clarke, who retires by rotation in accordance with Rule 39.1 of the Company's Constitution and ASX Listing Rule 14.4 and, being eligible, offers herself for re-election be re-elected as a Director of the Company."

Resolution 3 – Re-election of Mr Ashley Shilkin as a Director

To consider and, if thought fit, pass the following Resolution, as an Ordinary Resolution, without amendment:

"That Mr Ashley Shilkin, who retires by rotation in accordance with Rule 39.1 of the Company's Constitution and ASX Listing Rule 14.4 and, being eligible, offers himself for re-election be re-elected as a Director of the Company."

Resolution 4 – Ratification of Previous Issue of Private Placement Shares

To consider and, if though fit, pass the following Resolution with or without amendment, as an Ordinary Resolution:

"That, in accordance with the provisions of Listing Rule 7.4 and for all other purposes, the Shareholders ratify the previous issue of 6,034,483 fully paid ordinary Shares in the Company at an issue price of $0.58 per Share to institutional and sophisticated investors that fall within one or more of the classes of exemptions specified in section 708 of the Corporations Act 2001 (Cth) on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of those persons who participated in the issue of the private placement shares or an Associate of those persons.

However, the Company need not disregard a vote if:

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

(b) it is cast by the 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.

GENERAL BUSINESS

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

By order of the Board

Gillian Nairn
Company Secretary
26 October 2018

ENTITLEMENT TO ATTEND AND VOTE

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Board has determined that persons who are registered holders of shares of the Company as at 7:00 pm (Sydney time) on 26 November 2018 will be entitled to attend and vote at the AGM as a shareholder.

If more than one joint holder of shares is present at the AGM (whether personally, by proxy or by attorney or by representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Appointment of Proxy

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act 2001 (Cth) (the Act) to exercise its powers as proxy at the AGM.

A proxy need not be a shareholder of the Company.

A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

To be effective, the proxy must be received at the Share Registry of the Company no later than 11.00am (Sydney time) on 26 November 2018. Proxies must be received before that time by one of the following methods:

By post:	Change Financial Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia
By facsimile:	02 9287 0309 (within Australia) +61 2 9287 0309 (from outside Australia)
By delivery in person:	Link Market Services Limited 1A Homebush Bay Drive Rhodes NSW 2138
Online:	www.linkmarketservices.com.au

To be valid, a proxy form must be received by the Company in the manner stipulated above. The Company reserves the right to declare invalid any proxy not received in this manner.

Power of Attorney

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 11.00am (Sydney time) on 26 November 2018 being 48 hours before the AGM.

Corporate Representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements under section 250D of the Act. The representative should bring to the AGM a properly executed letter or other document confirming its authority to act as the company's representative. A "Certificate of Appointment of Corporate Representative" form may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

IMPORTANT: If you appoint the Chairman of the Meeting as your proxy, or the Chairman becomes your proxy by default, and you do not direct your proxy how to vote on resolution 1 then by submitting the proxy form you will be expressly authorising the Chairman to exercise your proxy on the relevant resolution, even though the resolutions are connected, directly or indirectly, with the remuneration of the KMP.

Voting at the Meeting

It is intended that voting on each of the proposed resolutions at this Meeting will be conducted by a poll, rather than on a show of hands.

ENCLOSURES

Enclosed are the following documents:

- proxy form to be completed if you would like to be represented at the AGM by proxy. Shareholders are encouraged to use the online voting facility that can be accessed on Change Financial Limited's share registry's website at www.linkmarketservices.com.au to ensure the timely and cost effective receipt of your proxy;

- a reply paid envelope for you to return the proxy form if you do not wish to use the online voting facility.

Explanatory Memorandum

1. Introduction

This Explanatory Memorandum is provided to shareholders of Change Financial Limited ACN 150 762 351 (**Company**) to explain the resolutions to be put to Shareholders at the Annual General Meeting to be held at c/- Pitcher Partners, Level 22, MLC Centre, 19 Martin Place, Sydney, NSW, Australia on 28 November 2018 commencing at 11.00am (Sydney time).

The Directors recommend shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the resolutions.

Terms used in this Explanatory Memorandum are defined in Section 10.

2. Financial Statements

The Corporations Act requires that the Company's Annual Report for the period ending 30 June 2018 comprising the Directors' Report and Auditor's Report Directors' Declaration, Consolidated Statement of Profit or Loss and Other Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and Notes to the Consolidated Financial Statements for the Company be laid before the Annual General Meeting for discussion. Although not requiring a vote of members, an opportunity will be provided for members to ask questions on the Annual Financial Report.

The Company will not provide a hard copy of the Company's Annual Financial Report to Shareholders unless specifically requested to do so. The Company's Annual Financial Report is available on its website at www.changefinancial.com

3. Resolution 1 - Adoption of Remuneration Report

3.1 Remuneration Report

The Board has submitted its Remuneration Report to Shareholders for consideration and adoption by way of a non-binding advisory Resolution in accordance with section 250R of the Corporations Act.

The Remuneration Report is set out on pages 9 to 15 of the Company's Annual Report for the period ending 30 June 2018. The Annual Report is available to download on the Company's website.

Under the Corporations Act, if at least 25% of the votes cast on the resolution are voted against adoption of the Remuneration Report at two consecutive Annual General Meetings, the Company will be required to put to shareholders a resolution at the second of those Annual General Meeting's proposing the calling of an extraordinary general meeting to consider the election of directors of the Company (**Spill Resolution**).

If more than 50% of shareholders vote in favour of the spill resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the second Annual General Meeting. All of the directors who were in office when the second (consecutive) Remuneration Report was considered at the second (consecutive) Annual General Meeting, other than the Managing Director, will cease to hold office immediately before the end of the spill meeting but may stand for re-election at the spill meeting. Following the spill meeting those persons whose election or re-election as directors are approved will be the directors of the Company.

At the 2017 Annual General Meeting less than 25% of the votes cast were voted against adoption of the Remuneration Report included in the 2017 Annual Report.

The Remuneration Report:

(a) explains the Board's policy for determining the nature and amount of remuneration of Key Management Personnel of the Company;

(b) explains the relationship between the Board's remuneration policy and the Company's performance;

(c) sets out remuneration details for each Key Management Personnel of the Company including details of performance related remuneration and options granted as part of remuneration; and

(d) details and explains any performance conditions applicable to the remuneration of Key Management Personnel of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

3.2 Recommendation

The Directors unanimously recommend that Shareholders vote in favour of adopting the Remuneration Report. A vote on this resolution is advisory only and does not bind the Directors or the Company.

3.3 Voting restrictions on Key Management Personnel and their Closely Related Parties and their proxies

As set out in the notes to Resolution 1, a voting restriction statement applies with respect to the voting on this Resolution by members of the Key Management Personnel and their Closely Related Parties and their proxies voting (in any capacity) (**Voting Restriction**). Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.

The Voting Restriction does not apply where:

(a) the Chairman or any other member of the Key Management Personnel is appointed in writing (by a Shareholder who is not a member of the Key Management Personnel or a Closely Related Party of the Key Management Personnel) as a proxy (Management Proxy) with specific instructions on how to vote on a resolution to adopt the remuneration report of the Company; or

(b) the Chairman is appointed in writing (by a Shareholder who is not a member of the Key Management Personnel or a Closely Related Party of the Key Management Personnel) as a proxy with no specific instructions on how to vote on a non-binding Shareholder vote on remuneration, where the Shareholder provides express authorisation for the Chairman to do so.

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the Resolutions the subject of this Meeting, including this Resolution 1, subject to compliance with the Corporations Act. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Explanatory Memorandum

4. Resolution 2 – Re-election of Ms Teresa Clarke as a Director

Ms Teresa Clarke retires by rotation in accordance with Rule 39.1 of the Company's Constitution and ASX Listing Rule 14.4 and, being eligible, offers herself for re-election as a Director.

Under Rule 39.1 of the Company's Constitution, one-third of Directors are required to retire at each annual general meeting (excluding directors seeking election at the meeting for the first time, or the Managing Director).

Teresa Clarke's qualifications and experience

Teresa Clarke was appointed a Non-Executive Director of the Company on 14 October 2016. On 1 September 2018, Ms Clarke was appointed the Chairman of the Company following the resignation of Peter Clare. She assumed the role of Executive Chairman on 7 September 2018 following the sudden resignation of Eric Bachman.

Ms Clarke will retire as a director in accordance with clause 37 of the Constitution and being eligible, seeks election from Shareholders.

Ms Clarke is a Harvard Business School (MBA), Harvard Law School (JD) and Harvard University (Economics) Graduate. Ms Clarke had an esteemed 12-year career in investment banking at Goldman Sachs, including performing the role of Managing Director and Vice President. One of her major contributions was to play a key role in launching the firm's Global Markets Institute. Ms Clarke later moved back into the investment banking division where she led mergers and acquisitions, and corporate finance transactions for Fortune 500 companies in the US and Europe.

Ms Clarke is a Californian native who now spends her time between New York and South Africa; working on eCommerce website Africa.com, which she Founded in 2010.

Ms Clarke has lectured at Oxford, Harvard, Princeton, Yale, Wharton, Stanford, and Tufts. In addition to teaching corporate finance in the MBA program at Wits Business School.

In November 2014, U.S. Secretary of Commerce Penny Pritzker appointed Ms Clarke and 14 private sector leaders to President Obama's Advisory Council on Doing Business in Africa (PAC-DBIA). PAC-DBIA members were selected to advise the President, through the Secretary of Commerce, on strengthening commercial engagement between the United States and Africa.

Ms Clarke has not held any directorships in other ASX listed companies in the last three years.

Due to Ms Clarke's executive role, Ms Clarke is not considered to be independent.

The Directors (with Ms Clarke abstaining) recommend that you vote in favour of this Ordinary Resolution.

5. Resolution 3 – Re-election of Mr Ashley Shilkin as a Director

As Mr Shilkin's role has changed from Managing Director to Executive Director, he is required to retire at the Annual General Meeting pursuant to Rule 39.1 of the Company's Constitution.

Mr Ashley Shilkin retires by rotation in accordance with Rule 39.1 and ASX Listing Rule 14.4 and, being eligible, offers himself for re-election as a Director.

Ashley Shilkin's qualifications and experience

Ashley Shilkin was appointed a Director of the Company on 6 May 2011. He is the founder and former Managing Director of Change Financial, based in Los Angeles, California. He was the Chief Financial

Officer of CO2 Australia Limited and in that role, also took on a number of subsidiary company directorships. While at CO2 Group the company grew to over $300 million in market capitalisation in a short period of time. Shilkin is currently serving as President of Ivy Koin LLC, a blockchain company in which Change Financial holds a 33% equity interest.

Mr Shilkin has a Masters in Commercial Law and a Bachelor of Commerce with double majors in Investment Finance and International Business Economics.

Mr Shilkin has not held any directorships in other ASX listed companies in the last three years.

Mr Shilkin is not considered independent as he holds an executive positon and a significant shareholding in the Company.

The Directors (with Mr Shilkin abstaining) recommend that you vote in favour of this Ordinary Resolution.

6. Resolution 4 – Ratification of Previous Issue of Private Placement Shares

6.1 Introduction

On 4 July 2018, the Company announced that it had raised approximately US$2.62 million by way of a private placement to institutional and sophisticated investors (**Private Placement**). A total of 6,034,483 Shares were issued at $0.58 per Share, as follows:

Date of Issue	No. Shares Issued under LR7.1	No. Shares Issued under LR7.1A	Total Shares Issued
11 July 2018	6,034,483	nil	6,034,483

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the shares under the Private Placement.

6.2 ASX Listing Rule 7.4

Under Chapter 7 of the ASX Listing Rules, there are limitations on the capacity of a company to enlarge its capital by the issue of equity securities. ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

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

In accordance with Listing Rule 7.4, approval is sought under Resolution 4 to allow the Company to ratify the issue and allotment of 6,034,483 Shares issued in the Private Placement not previously approved by Shareholders pursuant to ASX Listing Rule 7.1. By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

6.3 Information required by ASX listing Rule 7.5

The following information is provided to Shareholders for the purposes of obtaining Shareholder approval of the Share issue under the Private Placement pursuant to and in accordance with ASX Listing Rule 7.5:

(a) the number of securities allotted by the Company pursuant to the Private Placement was 6,034,483 Shares;

(b) the Shares were issued and allotted on 11 July 2018;

(c) the Shares were allotted for consideration of A$0.58 per Share;

(d) the issued shares are fully paid ordinary shares in the capital of the Company and rank equally with existing Shares on issue;

(e) the allottees of the Shares were subscribers to the Private Placement who are exempt from the disclosure requirements of the Corporations Act. None of the allottees were related parties of the Company at the time of the Private Placement;

(f) the funds raised from the Private Placement were utilised to strengthen the Company's working capital, fund the deployment and marketing of the Company's enterprise-facing payments' processing platform and satisfy the cash payment to Elmoson to purchase the Ivy Option; and

(a) a voting exclusion statement relating to this Resolution is included in the Notice of Meeting.

6.4 Recommendation

None of the Directors has a personal interest in the subject matter of Resolution 4. The Board recommends Shareholders vote in favour of Resolution 4 as it provides the Company with the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months without shareholder approval.

7. Interpretation

Annual General Meeting or **Meeting** means the Annual General Meeting of the Company to be held on 28 November 2018.

ASIC means the Australian Securities and Investments Commission.

ASX means the ASX Limited ACN 008 624 691.

Board means the board of directors of the Company.

Business Day means a day on which all banks are open for business generally in Brisbane.

Closely Related Party (as defined in the Corporations Act) of a member of the Key Management Personnel for an entity means:

(a) a spouse or child of the member; or

(b) a child of the member's spouse; or

(c) a dependent of the member or the member's spouse; or

(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 entity; or

(e) a company the member controls; or

(f) a person prescribed by the regulations for the purposes of this paragraph.

Company means Change Financial Limited ACN 150 762 351.

Constitution means the constitution of the Company from time to time.

Explanatory Memorandum

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

Directors means the directors of the Company.

Explanatory Memorandum means the explanatory statement accompanying this Notice.

Key Management Personnel has the definition given in the accounting standards as those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly and indirectly, including any director (whether executive or otherwise) of that entity.

Listing Rules means the listing rules of the ASX.

Notice of Meeting or **Notice** means this notice of meeting.

Ordinary Resolution means a resolution passed by more than 50% of the votes cast by members entitled to vote on the Resolution.

Resolution means a resolution to be proposed at the Meeting.

Shares means ordinary fully paid shares in the issued capital of the Company

Change
Financial Limited
ACN 150 762 351

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
Change Financial Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138

ALL ENQUIRIES TO
Telephone: +61 1300 554 474

X99999999999

PROXY FORM

I/We being a member(s) of Change Financial Limited and entitled to attend and vote hereby appoint:

STEP 1 APPOINT A PROXY

☐ **the Chairman of the Meeting (mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (Sydney time) on Wednesday, 28 November 2018 at Pitcher Partners, Level 22, MLC Centre, 19 Martin Place, Sydney NSW** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

STEP 2 VOTING DIRECTIONS

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

Please read the voting instructions overleaf before marking any boxes with an ☒

Resolutions	For	Against	Abstain*
1 Adoption of Remuneration Report	☐	☐	☐
2 Re-election of Ms Teresa Clarke as a Director	☐	☐	☐
3 Re-election of Mr Ashley Shilkin as a Director	☐	☐	☐
4 Ratification of Previous Issue of Private Placement Shares	☐	☐	☐

* 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.

STEP 3 SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

CCA PRX1801C

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. 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 in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO 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 those 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 Form, including where the Resolution is 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 placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two 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 telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

(a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and

(b) return both forms together.

SIGNING INSTRUCTIONS

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

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

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the 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 can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (Sydney time) on Monday, 26 November 2018,** being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

Change Financial Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* in business hours (Monday to Friday, 9:00am–5:00pm)

IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU. THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.