

Cirralto Limited
ACN 099 084 143

Notice of General Meeting of Shareholders

Date: Thursday, 4 April 2019

Time: 3:00 pm AEDT

Place: Melbourne Metropole Central, 44 Brunswick Street, Fitzroy VIC

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

Cirralto Limited
ACN 099 084 143

Notice of General Meeting

Notice is hereby given that a General Meeting of the Shareholders of Cirralto Limited ACN 099 084 143 will be held at Melbourne Metropole Central, 44 Brunswick Street, Fitzroy VIC on Thursday 4 April 2019 at 3:00 pm AEDT.

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

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

1. Agenda for the Meeting

Resolution 1 – Ratification of Prior Issue of Shares under Listing Rule 7.1

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 59,531,427 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a 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 2 - Ratification of Prior Issue of Shares under Listing Rule 7.1A

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 39,687,640 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or 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 3 – Approval for Proposed Share Issue – Tranche 2 Placement Shares

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to allot and issue up to 70,053,500 ordinary fully paid Tranche 2 Placement Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or 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 4 – Issue of Shares to related party – Participation in Placement – Mr. Peter Richards

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue up to 2,105,263 of the Tranche 2 Placement Shares to Mr. Peter Richards (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr. Peter Richards (and his nominee) or any of their associates. 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 – Issue of Shares to related party – Mr. Adrian Floate in lieu of fees payable

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 10,947,013 Shares to Mr. Adrian Floate (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr. Adrian Floate (or his nominee) or any of their associates. 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.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
 - (b) the appointment does not specify the way the proxy is to vote on this Resolution.
- However, the above prohibition does not apply if:
- (a) the proxy is the Chair; and
 - (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Resolution 6 – Issue of Shares to related party – Mr. Peter Richards in lieu of fees payable

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 2,894,737 Shares to Mr. Peter Richards (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Mr. Peter Richards (or his nominee) or any of their associates. 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.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Resolution 7 – Approval of Employee Share Plan

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

“That, for the purposes of ASX Listing Rule 7.2 (Exception 9(b)), section 259B(2) and 260C(4) of the Corporations Act and for all other purposes, approval is given for the Company to adopt an employee incentive scheme titled ‘Cirralto Limited Employee Share Plan’ and for the issue of securities under that Plan, on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of any Director except one who is ineligible to participate in any employee incentive scheme in relation to the Company or any associates of those Directors. However, the Company will 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 Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Voting Prohibition Statement:

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Resolution 8 – Issue of Shortfall Shares under Share Purchase Plan

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 52,631,579 Shortfall Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or 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 9 – Approve the issue of Options to Hartleys Limited

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 32,000,000 Options to Hartleys Limited (or its nominee(s)) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company) or an associate of that person (or those persons). 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
- 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.

2. Determination of voting entitlement

For the purpose of determining a person’s entitlement to vote at the Meeting, a person will be recognised as a Shareholder and the holder of Shares if that person is registered as a holder of those Shares at 7:00 pm AEDT on Tuesday, 2 April 2019.

3. Votes

Unless a poll is demanded in advance of voting on a Resolution, voting on each Resolution will initially be by way of a show of hands. On a show of hands, each Shareholder present in person or by proxy or, in the case of a body corporate, by a representative, shall have one vote.

On a poll, every Shareholder present in person or by attorney or by proxy or, in the case of a body corporate, by a representative, shall have one vote for each share held by him, her or it.

4. Proxies

A Shareholder entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of the Shareholder.

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

If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes.

A proxy need not be a Shareholder.

If proxy holders vote, they must cast all directed proxies as directed, and any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

To be effective, the instrument of appointment of a proxy (and power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority) must be received by the Company by mail at PO box 305 Fitzroy VIC 3065, by facsimile on + 61 (0) 3 8678 1747, or in person at 1B/205-207 Johnston St Fitzroy VIC 3065 by 3:00 pm AEDT on Tuesday, 2 April 2019.

A form of proxy accompanies this Notice.

Justyn Stedwell

Company Secretary

On behalf of the Board of Directors

Cirralto Limited

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in this Notice.

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

1. Background

On 6 February 2019, the Company announced it had completed a bookbuild to raise approximately \$1.6 million before costs (**Placement**).

The funds raised will be used for general working capital purposes to support the rollout of the Company's PoolBox software solution across Australia and New Zealand and for further development work relating to the Australian certification of the Company's payments solution in partnership with Westpay AB (**Westpay**), as announced on September 7, 2018.

The Company issued the following Shares pursuant to the Placement:

- (a) 59,531,427 Shares on 14 February 2019 at an issue price of \$0.0095 out of the Company's annual placement capacity under ASX Listing Rule 7.1;
- (b) 39,687,640 Shares on 14 February 2019 at an issue price of \$0.0095 out of the Company's additional 10% capacity under Listing Rule 7.1A,

being a total of 99,219,067 Shares (**Tranche 1 Placement Shares**).

A further 70,053,500 Shares will be issued under tranche 2 of the Placement, subject to shareholder approval (**Tranche 2 Placement Shares**).

Resolution 1 seeks ratification of the 59,531,427 Shares which were issued out of the Company's annual placement capacity.

Resolution 2 seeks ratification of the 39,687,640 Shares were issued out of the Company's additional 10% capacity.

Resolution 3 seeks Shareholder approval for the issue of the Tranche 2 Placement Shares under ASX Listing Rule 7.1.

Resolution 4 seeks Shareholder approval for the issue of up to 2,105,263 of the Tranche 2 Placement Shares to Peter Richards under ASX Listing Rule 10.11.

2. Resolutions 1 and 2 – Ratification of Prior Issue of Shares under Listing Rule 7.1 and 7.1A

2.1. General

As set out above in Section 1, on 14 February 2019 the Company issued a total of 99,219,067 Shares at an issue price of \$0.0095 per Share to raise \$942,581. Of those Shares, 59,531,427 Shares were issued pursuant to the Company's capacity under ASX Listing Rule 7.1 and 39,687,640 Shares were issued pursuant to the Company's capacity under ASX Listing Rule 7.1A.

Resolutions 1 and 2 seek Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Ratification**).

2.2. Resolution 1 – ASX Listing Rule 7.1

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 the 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 purpose of 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.

2.3. Resolution 2 – ASX Listing Rule 7.1A

ASX Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid a number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1.

Where an eligible entity obtains shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A then any ordinary securities issued under that additional placement capacity:

- (a) will not be counted in variable “A” in the formula in ASX Listing Rule 7.1A; and
- (b) are counted in variable “E”,

until their issue has been ratified under ASX Listing Rule 7.4 (and provided that the previous issue did not breach ASX Listing Rule 7.1A) or 12 months has passed since their issue.

By ratifying the issue the subject of Resolution 2, the base figure (i.e. variable “A”) in which the Company’s 15% and 10% annual placement capacities are calculated will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval.

2.4. Technical information required by ASX Listing Rule 7.4

For the purposes of ASX Listing Rule 7.5, the following information is provided to Shareholders in relation to the Ratification:

- (a) 99,219,067 Shares were issued on the following basis:
 - i. 59,531,427 Shares issued pursuant to ASX Listing Rule 7.1; and
 - ii. 39,687,640 Shares issued pursuant to ASX Listing Rule 7.1A;
- (b) the Shares were issued at an issue price of \$0.0095 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company’s existing Shares;

- (d) the Shares were issued to professional and sophisticated investors, none of which are related parties of the Company; and
- (e) the funds raised from this issue will be used, together with its existing cash at bank of approximately \$105,000, in the manner set out as follows:

Item	\$
Brokerage (6.0% of gross proceeds)	\$100,000
Development Expenditure	\$700,000
Working capital and corporate administration	\$900,000
TOTAL	\$1,700,000

3. Resolution 3 - Approval for Proposed Share Issue – Tranche 2 Placement Shares

3.1. Background

As set out in Section 1, Resolution 3 seeks Shareholder approval for the issue of up to 70,053,500 Shares (the Tranche 2 Placement Shares) at an issue price of \$0.0095 per Share to raise up to \$665,508 pursuant to ASX Listing Rule 7.1.

A summary of ASX Listing Rule 7.1 is set out in Section 2.2 above.

The effect of Resolution 3 will be to allow the Company to issue the Tranche 2 Placement Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

3.2. Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Tranche 2 Placement Shares:

- (a) the maximum number of Shares to be issued is 70,053,500;
- (b) the Tranche 2 Placement Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date;
- (c) the issue price will be \$0.0095 per Share;
- (d) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Shares will be issued to professional and sophisticated investors. With the exception of Mr. Richards proposed participation which is the subject of Resolution 4 none of the participants are related parties of the Company; and
- (f) the Company intends to use the funds raised from the issue of the Tranche 2 Placement Shares towards general working capital purposes to support the rollout of the Company's PoolBox software solution across Australia and New Zealand and for further development work relating to the Australian certification of the Company's payments solution in partnership with Westpay.

4. Resolution 4 – Issue of Shares to related party – Participation in Placement – Mr. Peter Richards

4.1. General

Pursuant to Resolution 3 the Company is seeking Shareholder approval for the issue of 70,053,500 Tranche 2 Placement Shares at an issue price of \$0.0095 per Share to raise \$665,508.

Mr. Peter Richards wishes to participate in the placement and has submitted an application form and deposited a total of \$20,000 with the Company.

Resolution 4 seeks Shareholder approval for the issue of up to 2,105,263 of the Tranche 2 Placement Shares to Mr. Peter Richards (or his nominee) arising from his participation in tranche 2 of the Placement **(Participation)**.

4.2. Chapter 2E of the Corporations Act and ASX Listing Rule 10.11

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- i. obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- ii. give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The Participation will result in the issue of Shares which constitutes giving a financial benefit and Mr. Peter Richards is a related party of the Company by virtue of being a Director.

The Directors (other than Mr. Peter Richards who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participation because the Shares will be issued to Mr. Richards on the same terms as Shares issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the Participation involves the issue of Shares to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

4.3. Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the Participation:

- (a) the Shares will be issued to Mr. Peter Richards or his nominee;
- (b) the maximum number Shares to be issued is 2,105,263;
- (c) the Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (d) the issue price will be \$0.0095 per Share, being the same as all other Shares issued under the Placement;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and

- (f) the funds raised will be used for the same purposes as all other funds raised under the Placement as set out in Section 3.2(f) of this Explanatory Statement.

Approval pursuant to ASX Listing Rule 7.1 is not required for the Participation as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Shares to Mr. Richards (or his nominees) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

5. Resolution 5 – Issue of Shares to related party – Mr. Adrian Floate in lieu of fees payable

5.1. Purpose of Resolution 5

The Company has agreed, subject to obtaining Shareholder approval, to issue 10,947,013 Shares at a deemed issue price of \$0.0095 per Share (**Floate Shares**) to Company Director Adrian Floate or his nominee as consideration for Director's fees which have accrued since October 2018. In order to conserve Company funds and reduce the debt payable to the Directors, Adrian Floate has agreed to accept the Floate Shares as consideration for part of the Director's fees which have accrued.

Adrian Floate is currently entitled to be paid a Director's fee of \$25,093.74 per month. Resolution 5 seeks Shareholder approval for the issue of the Floate Shares to Adrian Floate or his nominee in lieu of the payment of \$103,996.62 of accrued Director's fees.

In the event that Shareholders do not approve Resolution 5, the outstanding Director's fees will remain a liability of the Company and be payable in cash at a future date.

5.2. Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 4.2 above.

The issue of the Floate Shares constitutes giving a financial benefit and Mr Adrian Floate is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Adrian Floate who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Floate Shares because the agreement to issue the Floate Shares, reached as part of the remuneration package for Mr Adrian Floate, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

The Company has reached this view as the Floate Shares are to be issued at a deemed issue price which is identical to the issue price of the Shares being offered under the Placement contemplated by Resolutions 1 to 3 (which are being issued to non-related arm's length investors in the Company).

5.3. ASX Listing Rule 10.11

A summary of ASX Listing Rule 10.11 is set out in Section 4.2 above.

As the issue of the Floate Shares involves the issue of securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

5.4. Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolution 5:

- (a) the Floate Shares will be issued to Mr. Adrian Floate or his nominee;
- (b) the maximum number of Floate Shares to be issued is 10,947,013;
- (c) the Floate Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Floate Shares will occur on the same date;
- (d) the deemed issue price will be \$0.0095 per Share, being the same as the Shares issued under the Placement;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (f) the Floate Shares will be issued for nil cash consideration and accordingly no funds will be raised.

Approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Floate Shares as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of the Floate Shares to Mr Adrian Floate (or his nominee) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

6. Resolution 6 – Issue of Shares to related party – Mr. Peter Richards in lieu of fees payable

6.1. Purpose of Resolution 6

The Company has agreed, subject to obtaining Shareholder approval, to issue 2,894,736 Shares at a deemed issue price of \$0.0095 per Share (**Richards Shares**) to Company Director Peter Richards or his nominee as consideration for Director's fees which have accrued since June 2018. In order to conserve Company funds and reduce the debt payable to the Directors, Peter Richards has agreed to accept the Richards Shares as consideration for the Director's fees which have accrued.

Peter Richards is currently entitled to be paid Director's fee of \$2,500 per month. Resolution 6 seeks Shareholder approval for the issue of the Richards Shares to Peter Richards or his nominee in lieu of the payment of \$27,500 of accrued Director's fees.

In the event that Shareholders do not approve Resolution 6, the outstanding Director's fees will remain a liability of the Company and be payable in cash at a future date.

6.2. Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in Section 4.2 above.

The issue of the Richards Shares constitutes giving a financial benefit and Mr Peter Richards is a related party of the Company by virtue of being a Director.

The Directors (other than Mr Peter Richards who has a material personal interest in the Resolution) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of the Richards Shares because the agreement to issue the Richards Shares, reached as part of the remuneration package for Mr Peter Richards, is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

The Company has reached this view as the Richards Shares are to be issued at a deemed issue price which is identical to the issue price of the Shares being offered under the Placement contemplated by Resolutions 1 to 3 (which are being issued to non-related arm's length investors in the Company).

6.3. ASX Listing Rule 10.11

A summary of ASX Listing Rule 10.11 is set out in Section 4.2 above.

As the issue of the Richards Shares involves the issue of securities to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

6.4. Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to Resolution 6:

- (a) the Richards Shares will be issued to Mr. Peter Richards or his nominee;
- (b) the maximum number Richards Shares to be issued is 2,894,736;
- (c) the Richards Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Richards Shares will occur on the same date;
- (d) the deemed issue price will be \$0.0095 per Share, being the same as the Shares issued under the Placement;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (f) the Richards Shares will be issued for nil cash consideration and accordingly no funds will be raised

Approval pursuant to ASX Listing Rule 7.1 is not required for the issue of the Richards Shares as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of the Richards Shares to Mr Peter Richards (or his nominee) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

7. Resolution 7 –Approval of Employee Share Plan

7.1. Background

The Board has (subject to approval of the Shareholders as required by the ASX Listing Rules) adopted an Employee Share Plan for employees (including Directors) of the Company and is to be known as the "Cirralto Limited Employee Share Plan" (**Plan**). The Plan is designed to increase the motivation of staff and create a stronger link between increasing Shareholder value and employee reward.

The Company wishes to exempt issues of securities under the Plan from contributing towards the rolling annual limit of 15% of issued ordinary shares prescribed by ASX Listing Rule 7.1 (i.e. the 15% placement capacity). This limit otherwise applies to all new issues of equity securities made without Shareholder approval.

The purpose of the Plan is to:

- Assist in the reward, retention and motivation of eligible employees;

- Link the reward of eligible employees to shareholder value creation; and
- Align the interests of eligible employees with Shareholders by providing an opportunity to eligible employees to receive an equity interest in the form of Shares.

Shareholders should note that no Shares have previously been issued under the Plan.

Resolution 7 seeks Shareholders approval for the adoption of the Plan:

- (a) in accordance with ASX Listing Rule 7.2 (Exception 9(b)) as an exception to ASX Listing Rule 7.1 (whereby Shareholders may approve in advance the issue of securities made under the Plan as an exception to the limit under ASX Listing Rule 7.1);
- (b) for the purposes of section 259B(2) of the Corporations Act (which relates to the Company taking security over its own Shares); and
- (c) for the purposes of section 260C(4) of the Corporations Act (which relates to the Company or a subsidiary giving financial assistance to employees to acquire Shares under the Plan).

The significance of these approvals is discussed in Sections 7.2, 7.3 and 7.4 below.

7.2. ASX Listing Rule 7.1

A summary of ASX Listing Rule 7.1 is set out in Section 2.2 above.

ASX Listing Rule 7.2 (Exception 9(b)) sets out an exception to ASX Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

If Resolution 7 is passed, the Company will be able to issue equity securities under the Plan (**Plan Shares**) to eligible participants over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period.

7.3. The Company taking security over its own Shares under the Share Plan

The Company is generally prohibited by the Corporations Act from taking security (for example, a mortgage or charge) over its own Shares. However, under section 259B(2) of the Corporations Act, the Company is permitted to take security over its own Shares under an employee share scheme (such as the Plan) which has been approved by Shareholders.

Taking security over Plan Shares issued under the Plan is designed to protect the Company if a participant is, or becomes, insolvent. For this reason, approval is being sought under section 259B(2) of the Corporations Act.

7.4. Financial assistance

Under the Corporations Act, the Company and its subsidiaries (**Lender**) are, in general, only permitted to financially assist a person to acquire shares in the Company if giving the assistance does not materially prejudice:

- (a) the interests of the Lender or its shareholders; or
- (b) the Lender's ability to pay its creditors.

However, under section 260C(4) of the Corporations Act, a Lender is permitted to financially assist a person to acquire Shares in the Company under the Plan if approved by the Company's Shareholders (and the shareholders of the Lender, if a subsidiary).

The issue of Plan Shares under the Plan may involve a Lender financially assisting the Company's eligible employees to acquire Plan Shares (by virtue of the loans to be used to acquire the Plan Shares). Shareholder approval is being sought so that the Plan satisfies the requirements of the exemption under section 260C(4), allowing the Lender to make loans under the Plan.

7.5. Employee Share Plan

The objective of the Plan is to attract, motivate and retain key employees and consultants and it is considered by the Company that the adoption of the Plan and the future issue of Plan Shares will provide selected employees with the opportunity to participate in the future growth of the Company.

A material feature of the Plan is the issue of Plan Shares pursuant to the Plan may be undertaken by way of provision of a non-recourse loan to be used for the purposes of subscribing for the Plan Shares.

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

A summary of the key terms and conditions of the Plan is set out below. In addition, a copy of the Plan is available for review by Shareholders upon request to the Company Secretary (Mr. Justyn Stedwell). Shareholders are invited to contact the Company if they have any queries or concerns on +61 (0)3 9191 0135.

7.6. Material terms and conditions of the Plan

The key terms of the Plan are as follows:

(a) **Eligibility:** Participants in the Plan may be Directors, full-time and part-time employees, consultants or independent contractors of the Company or any of its subsidiaries whom the Directors decide are eligible (**Participants**).

(b) **Administration of Plan:** The Board is responsible for the operation of the Plan and has a broad discretion to determine which Participants will be offered Shares under the Plan.

(c) **Offer:** The Board may issue an offer to a Participant to participate in the Plan. The offer will (among other things):

- (i) invite application for the number of Plan Shares specified in the offer;
- (ii) specify the terms and conditions of any loan agreement offered in respect of the Plan Shares specified in the offer;
- (iii) specify any performance hurdles applying to the Plan Shares;
- (iv) specify the time and date by which the completed Acceptance Form must be received by the Company; and

(v) specify any other terms and conditions attaching to the Shares.

(d) **Issue price:** the issue price of each Plan Share will be determined by the Board (in its sole and absolute discretion), which may be a nominal or nil issue price if so determined by the Board (subject to Shareholder approval, if required).

(e) **Performance hurdles and restriction on transfer:** Plan Shares may be subject to performance hurdles (such as performance criteria) as determined by the Board which must be satisfied before the Plan Shares can be sold, transferred, or encumbered by the Participant. Plan Shares cannot be sold, transferred or encumbered by the Participant until, subject to any performance hurdles being satisfied (or waived by the Board in its sole and absolute discretion), the later of: (i) the date any loan in relation to the Plan Shares has been repaid in full or otherwise discharged under the Plan; or (ii) the third anniversary of the date the Plan Shares were issued. The Company is authorised to impose a trading lock on the Plan Shares to implement this restriction.

(f) **Loan:** A Participant who is invited to subscribe for Plan Shares may also be invited to apply for a loan of the amount payable in respect of subscription for the Plan Shares accepted by the Participant (**Loan**), on the following terms:

(i) the Loan made available to a Participant shall be applied by the Company directly toward payment of the issue price of the Plan Shares;

(ii) the Loan repayment date and the manner for making such payments shall be determined by the Board and set out in a loan agreement which accompanies the offer;

(iii) the Company shall have a Security Interest (as defined in the Plan) over the Plan Shares in respect of which a Loan is outstanding and the Company shall be entitled to sell those Plan Shares in accordance with the terms of the Share Plan;

(iv) a Loan will be non-recourse except against the Shares held by the Participant to which the Loan relates; and

(v) the Board may, in its absolute discretion, agree to forgive a Loan (in whole or in part) made to a Participant.

(g) **Unfulfilled Performance Hurdle:** Where a performance hurdle in relation to Plan Shares is not satisfied by the due date, or becomes incapable of satisfaction, unless the Performance Hurdle is waived by the Board (in its sole and absolute discretion), then:

(i) the Participant will forfeit all of the Plan Shares;

(ii) the Company will sell the Plan Shares held by the Participant, and any sale proceeds will constitute full settlement of any Loan (and any other outstanding amounts) related to the Plan Shares (including the Company's reasonable costs of selling the Plan Shares);

(iii) the Participant will have no entitlement to any sale proceeds; and

(iv) the Participant will have no further entitlement under the Share Plan.

(i) **Power of Attorney:** The Participant irrevocably appoints each director of the Company severally as his or her attorney to do all things necessary (including the execution of any document) to give effect to the sale of the Participant's Shares in accordance with rules of the Share Plan.

(j) **Plan limit:** The Company must take reasonable steps to ensure that the number of Plan Shares offered by the Company under the Plan when aggregated with:

- (i) the number of Shares issued during the previous 5 years under the Plan (or any other employee share plan extended only to eligible employees of the Company); and
- (ii) the number of Shares that would be issued if each outstanding offer for Shares (including options to acquire unissued Shares) under any employee share scheme of the Company (including the Plan) were to be exercised or accepted,

does not exceed 5% of the total number of Shares on issue at the time of an offer (but disregarding any offer of Shares or option to acquire Shares that can be disregarded in accordance with the relevant ASIC Class Orders).

(k) **Quotation on ASX:** The Company will apply for each Plan Share to be admitted to trading on ASX within the period applicable under the ASX Listing Rules (if any). Quotation of the Plan Shares will be subject to the ASX Listing Rules and any Trading Lock (as defined in the Plan) applying to the Plan Shares.

(l) **Rights attaching to Shares:** Provided that the Plan Shares are issued to a Participant following satisfaction of the conditions for issue under the rules of the Plan, each Plan Share will rank equally with all other issued Shares in all respects including voting rights and entitlement to participate in dividends and in future rights and bonus issues.

8. Resolution 8 – Issue of Shortfall Shares under Share Purchase Plan

8.1. Background

On 6 February 2019, the Company announced a share purchase plan to raise up to \$500,000 on a 'first come, first served' basis, to enable participation by all eligible shareholders for an amount of up to \$15,000 per eligible shareholder (**Share Purchase Plan**).

Resolution 8 seeks Shareholder approval for the purposes of ASX Listing Rule 7.1 and for all other purposes for the issue of up to 52,631,579 Shares at an issue price of \$0.0095 per Share (**Shortfall Shares**), being the maximum number of Shares the Company may in its discretion elect to issue to make up any shortfall on the Share Purchase Plan (**Shortfall Offer**).

A summary of ASX Listing Rule 7.1 is set out in Section 2.2 above.

The effect of Resolution 8 will be to allow the Company to elect to issue the Shortfall Shares (if any) pursuant to the Shortfall Offer during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

8.2. Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Shortfall Offer:

- (a) the maximum number of Shortfall Shares that may be issued is 52,631,579 Shares;

- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules), and it is intended that issue of the Shortfall Shares will occur on the same date (if issued);
- (c) the issue price will be \$0.0095 per Shortfall Share;
- (d) the Shortfall Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (e) the Shortfall Shares will be issued at the Company's discretion to sophisticated and professional investors who are not related parties of the Company; and
- (f) the Company intends to use the funds raised from the Shortfall Offer towards the same purposes as all other funds raised under the Placement as set out in Section 3.2(f) of this Explanatory Statement.

9. Resolution 9 – Approve the issue of Options to Hartleys Limited

9.1. General

Resolution 9 seeks Shareholder approval for the issue of up to 32,000,000 Options to Hartleys Limited or its nominee(s) in consideration for corporate advisory and capital raising services provided to the Company.

A summary of ASX Listing Rule 7.1 is set out in Section 2.2 above.

The effect of Resolution 9 will be to allow the Company to issue the Options the subject of Resolution 9 during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

9.2. Information required by ASX Listing Rule 7.3

In compliance with the information requirements of ASX Listing Rule 7.3, Shareholders are advised of the following particulars on the allotment and issue of the Options:

Maximum number of securities to be issued	32,000,000 Options.
Date of issue	If Shareholder approval is obtained, the issue of the Options will occur no later than three (3) months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Options will occur on the same date.
Issue price per security	The Options will be issued for nil cash consideration in satisfaction of corporate advisory and capital raising services provided by Hartleys Limited to the Company.
Terms of issue	Each Option will entitle the holder to subscribe for one Share in the Company and will expire 2 years from the date of issue. The Options will be exercisable at an exercise price of \$0.025 at any time on or before the expiry date and will otherwise be issued on the terms and conditions set out in 'Annexure A' of this Notice.

Persons to whom securities will be issued	The Options will be issued to Hartleys Limited or its nominee(s), which is not a related party of the Company.
Intended use of funds	No funds will be raised from the issue of the Options as the Options are being issued for nil cash consideration in satisfaction of corporate advisory and capital raising services provided by Hartleys Limited to the Company.

Definitions

In the Notice of Meeting and Explanatory Statement the following terms have the following meanings:

AEDT means Australian Eastern Daylight time.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the listing rules of ASX.

Board means the board of directors of the Company.

Chair means the chair of the Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

Company or **Cirralto** means Cirralto Limited (ABN 67 099 084 143).

Constitution means the constitution of the Company

Corporations Act means Corporations Act 2001 (Cth).

Director means a current director of the Company.

Explanatory Statement means the explanatory statement to this Notice.

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

Meeting means the General Meeting of the Shareholders of the Company to be held on 4 April 2019 to which the Notice of Meeting and Explanatory Statement relate.

Notice or **Notice of General Meeting** means this notice of general meeting of the Company dated 27 February 2019.

Option means an option to acquire a Share.

Resolution means a resolution referred to in the Notice.

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

Share Purchase Plan has the meaning given in Section 8.1 of the Explanatory Statement.

Shareholder means a holder of Shares.

Shortfall Offer has the meaning given in Section 8.1 of the Explanatory Statement.

Shortfall Shares has the meaning given in Section 8.1 of the Explanatory Statement.

Tranche 2 Placement Shares has the meaning given in Section 1 of the Explanatory Statement.

Words importing the singular include the plural and vice versa.

All references to currency are in Australian dollars

Annexure A – Terms of Issue of Options

- a) Each Option entitles its holder to subscribe in cash for one Share.
- b) Subject to paragraph (k), the amount payable upon exercise of each Option will be \$0.025.
- c) Each Option is exercisable at its exercise price at any time prior to the date which is 2 years from the date of issue (**Expiry Date**), by completing an option exercise form and delivering it, together with payment for the number of Shares in respect of which the Option is exercised, to the registered office of the Company. Any Option that has not been exercised prior to the Expiry Date automatically lapses.
- d) An Option automatically lapses without any claim against the Company on the occurrence of any of the following events:
 - a. upon the bankruptcy, liquidation or winding up of the holder or the happening of any other event that results in the holder being deprived of the legal or beneficial ownership of the Option; or
 - b. upon the liquidation or winding up of the Company for any reason other than by the way of members' voluntary winding up.
- e) The Company will not apply for official quotation by ASX of the Options.
- f) Subject to the Corporations Act, the ASX Listing Rules, and the constitution of the Company, each Option is freely transferable.
- g) Shares issued upon the exercise of the Options will rank pari passu with the Company's existing Shares.
- h) The Company will apply for official quotation by ASX of the Shares issued upon exercise of the Options, subject to any restriction obligations imposed by ASX.
- i) The Options will not give any right to participate in dividends unless and until Shares are issued upon exercise of the relevant Options.
- j) There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the life of the Option. The Company will ensure that holders will be given at least seven business days' notice to allow for the exercise of Options prior to the record date in relation to any offers of securities made to Shareholders.
- k) In the event of any reconstruction (including consolidation, subdivision, reduction or return) of the issued capital of the Company prior to the Expiry Date, the number of Options or the rights attaching to the Options or both will be reconstructed in accordance with the ASX Listing Rules applying to a reorganisation of capital at the time of the reconstruction.
- l) If there is any inconsistency between any of the preceding terms and conditions and the ASX Listing Rules, then the ASX Listing Rules prevail to the extent of the inconsistency.

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

[HolderNumber]

Holder Number:
[HolderNumber]

Vote by Proxy: CRO

Your proxy voting instruction must be received by 3:00 pm (AEDT) on Tuesday 2 April, 2019, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE BY PAPER

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

YOUR NAME AND ADDRESS

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

VOTING UNDER STEP 1 - APPOINTING A PROXY

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

DEFAULT TO THE CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

ATTENDING THE MEETING

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

POWER OF ATTORNEY

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

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).