

Money3 Corporation Limited
ABN 63 117 296 143

ANNUAL GENERAL MEETING

**The Annual General Meeting of the Company to be held at 11.00am
(Melbourne time) on 27 November 2013 at**

**Money3
Level 1, 40 Graduate Road
Bundoora, Victoria, 3083**



Money3 Corporation Limited
ABN 63 117 296 143
Notice of Annual General Meeting

Notice is given that the Annual General Meeting of the members of Money3 Corporation Limited (**Company**) will be held at **Money3, Level 1, 40 Graduate Road Bundoora, Victoria 3083** on **27 November 2013** at **11.00 am** for the purpose of considering and if thought fit passing the resolutions as stated below.

Please note that additional information concerning the proposed resolutions is contained in the Explanatory Memorandum that accompanies and forms part of this Notice of Annual General Meeting.

General Business

1. Resolution 1 – Financial Statements and Reports

To receive the Financial Statements for Money3 Corporation Limited for the year ended 30 June 2013, together with the Directors' Report and the Auditor's Report as set out in the Annual Report.

You may download a copy of the Annual Report from our website: www.money3.com.au.

2. Resolution 2 – Re-election of Scott Joseph Baldwin as Director

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

"That Scott Baldwin having retired by rotation in accordance with clause 79(4) of the Company's Constitution, and being eligible and having offered himself for re-election in accordance with clause 79(5) of the Company's Constitution, be re-elected as a Director of the Company."

3. Resolution 3 – Re-election of Kang Hong Tan as Director

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

"That Kang Hong Tan having retired by rotation in accordance with clause 79(4) of the Company's Constitution, and being eligible and having offered himself for re-election in accordance with clause 79(5) of the Company's Constitution, be re-elected as a Director of the Company."

4. Resolutions 4A and 4B – Ratification of the issue of shares under a placement to professional and sophisticated investors

4A To consider and, if thought fit, pass the following **ordinary resolution**:

"For the purpose of ASX Listing Rule 7.4, the Shareholders grant subsequent approval for the issue of 10,000,000 fully paid ordinary shares which were issued to professional and sophisticated investors pursuant to a placement undertaken in April 2013 to raise funds to meet ongoing working capital requirements and the expansion of the Company's Finance Division."

4B To consider and, if thought fit, pass the following **ordinary resolution**:

"For the purpose of ASX Listing Rule 7.4, the Shareholders grant subsequent approval for the issue of 6,000,000 fully paid ordinary shares which were issued to professional and sophisticated investors pursuant to a placement undertaken in September 2013 to raise funds to meet ongoing working capital requirements and the expansion of the Company's Finance Division."

5. Resolution 5- Issue of options to Mr Rob Bryant

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

“That for the purposes of ASX Listing Rule 10.11, the Shareholders approve the issue of 2,000,000 free options to Mr Robert Bryant, each exercisable into one fully paid ordinary share and with an exercise price of \$1.50.

6. Resolution 6- Issue of options to Mr Scott Baldwin

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

“That for the purposes of ASX Listing Rule 10.11, the Shareholders approve the issue to Mr Scott Baldwin of 1,000,000 free options, each exercisable into one fully paid ordinary share and with an exercise price of \$1.50 ”

7. Resolution 7- Issue of options to Mr Craig Harris

To consider and, if thought fit, pass to the following **ordinary resolution**:

“That for the purpose of ASX Listing Rule 7.1, the Shareholders approve the issue to Mr Craig Harris of 1,000,000 free options, each exercisable into one fully paid ordinary share and with an exercise price of \$1.50”

8. Resolution 8– Remuneration Report

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

“That the remuneration report section of the Director’s Report for the Company for the year ended 30 June 2013 be adopted.”

Information on the remuneration report can be found on pages 15 to 18 of the Annual Report to Shareholders.

9. Other Business

To consider any other business that may legally be brought forward.

10. Voting exclusions

In relation to **Resolutions 4A and 4B**, in accordance with ASX Listing Rule 14.11.1, the Company will disregard votes cast by a person who participated in the issue and any associates of those persons.

In relation to **Resolutions 5 and 6**, in accordance with ASX Listing Rule 14.11.1 the Company will disregard votes cast by a person who is to receive the securities and any associates of those persons.

In relation to **Resolution 7**, in accordance with ASX Listing Rule 14.11.1 the Company will disregard votes cast by a person who may participate in the proposed issue and a person who may benefit, except a benefit solely in the capacity of a shareholder if the resolution is passed, and any associates of those persons.

However, in respect of each of the above resolutions, the Company need not disregard any such votes if:

- (a) it is cast by any person referred to above as a 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 a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Special voting exclusions apply in relation to **Resolution 8**. Shareholders should read the explanatory memorandum in relation to how the voting restrictions apply.

By Order of the Board:



Craig Harris
CFO & Company Secretary
Melbourne

25th October 2013

Money3 Corporation Limited

ABN 63 117 296 143

Notice of Annual General Meeting Explanatory Notes

These Explanatory Notes have been prepared to provide members with sufficient information to assess the merits of the resolutions contained in the accompanying Notice of Annual General Meeting (**AGM**) of the Company (**Notice**) concerning the meeting to be held at 11.00 am on 27 November 2013 at Money3, Level 1, 40 Graduate Road, Bundoora, Victoria 3083.

1. Resolution 1 - Financial Statements and Reports

This resolution is self-explanatory. In accordance with the *Corporations Act*, shareholders will be given the opportunity to raise questions on the Financial Statements and Reports, and on the performance of the Company generally. During the discussion of this item, the Company's auditors will be present and will answer qualifying questions.

Written questions for the auditor

If you would like to submit a written question to the Company's auditor, please post your question to the Company Secretary or fax it to 03 9093 8227. Written questions must relate to the content of the auditor's report to be considered at the Annual General Meeting or the conduct of the audit. A list of qualifying questions will be addressed at the Annual General Meeting.

Please note that all questions must be received at least five business days before the Annual General Meeting that is by no later than 5:00 pm, 20 November 2013.

Shareholders should note that the Financial Statements and Reports will be received in the form presented. It is not the purpose and there is no requirement either in the *Corporations Act* or in the Constitution of the Company for shareholders to approve the financial report, the Directors' Report or the Auditor's Report of the meeting or that the Financial Statements and Reports be accepted, rejected or modified in any way.

The Directors, recommend that Shareholders vote in favour of Resolution 1.

2. Resolution 2 - Re-election of Scott Joseph Baldwin

Scott Joseph Baldwin retires by rotation and being eligible, offers himself for re-election.

Scott has a Masters of Business Administration, Graduate Diploma of Management and a Bachelor of Engineering (Hons). Scott has previously held a number of management positions with several public listed companies. His previous position was with General Electric as a Marketing Manager covering the Asia region.

Further information about Mr Baldwin may be found on page 11 of the Annual Report to Shareholders.

The Directors, other than Mr Baldwin who abstains, recommend that Shareholders vote in favour of Resolution 2.

3. Resolution 3 - Re-election of Kang Hong Tan

Kang Hong Tan retires by rotation and being eligible, offers himself for re-election.

Kang has been a member of the Institute of Chartered Accountants in England and Wales since 1983, and the National Institute of Accountants in Australia since 1998. Kang spent 10 years as an Accountant with La Trobe University Union and spent 7 years as an owner operator of a Pizza Haven franchise in Thornbury, Victoria. Before coming to Australia, Kang was the Group Financial Controller of Tanming Corporation Berhad for 4 years.

Further information about Mr Tan may be found on page 11 of the Annual Report to shareholders.

The Directors, other than Mr Tan who abstains, recommend that Shareholders vote in favour of Resolution 3.

4. Resolutions 4A & 4B – Ratification of shares issued under private placement – May 2012

(a) Introduction

As announced to the market, the Company issued the following fully paid ordinary shares:

- (i) 10,000,000 on 10 April 2013 (**Resolution 4A**); and
- (ii) 6,000,000 on 10 September 2013 (**Resolution 4B**),

to professional and sophisticated investors as part of a two private placements (**Placements**). The Placements were made without a shareholder approval under Listing Rule 7.1.

(b) Purpose of resolution and listing rule 7.1

ASX Listing Rule 7.1 prohibits a listed entity from issuing or agreeing to issue more than 15% of its issued capital in a 12 month period without shareholder approval (**15% Limit**), unless an exception applies.

Pursuant to ASX Listing Rule 7.4, an issue of securities made without approval is deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1 provided that:

- (ii) the issue did not breach the 15% Limit; and
- (iii) the Company in general meeting subsequently approves the issue.

Shareholder ratification for the issue of the Placement is now sought pursuant to ASX Listing Rule 7.4. If approval of both Placements is obtained, it will reinstate the Company's capacity to issue up to 15% of its issued capital, if required, in the next 12 months without shareholder approval.

(c) Notice requirements under listing rule 7.5

It is a requirement of ASX Listing Rule 7.5, that a listed entity seeking subsequent shareholder approval under listing rule 7.4 provide with the following information to Shareholders:

- (i) the total number of shares issued was
 - I. Resolution 4A -10,000,000
 - II. Resolution 4B- 6,000,000;
- (ii) the price at which the securities were issued was
 - I. 1. 70 cents per share
 - II. 2. 85 cents per share
- (iii) the **terms and conditions** of the Shares issued under both Placements are identical to the Company's existing fully paid ordinary Shares;
- (iv) the names of the allottees are:
 - (i) Resolution 4A

Pershing Securities Australia Pty Ltd 10,000,000 shares

(ii) Resolution 4B

Pershing Securities Australia Pty Ltd - 6,000,000 shares

(v) funds raised from the Placements were used for working capital and the expansion of the Company's Auto Finance Division.

The Directors recommend that Shareholders vote in favour of Resolutions 4A and 4B.

5. Resolution 5 - Issue of Options to Mr Rob Bryant

(a) Introduction

ASX Listing Rule 10.11 prohibits a Company from issuing securities to a 'related party' without the approval of shareholders. This includes Options.

As a director of the Company, Mr Robert Bryant is a related party and therefore the issue of options to Mr Bryant require Shareholder approval for the purposes of the ASX Listing Rules.

The Options will not be issued under the ESOP.

The Directors have determined that the issue is reasonable remuneration for the purposes of Chapter 2E and therefore, Shareholder approval for the purposes of the related party provisions set out in Chapter 2E of the *Corporations Act* is not required.

Where a Company seeks approval under this listing rule, it is not required to also obtain approval under ASX Listing Rule 7.1.

(b) Disclosure requirements

It is a requirement of ASX Listing Rule 10.13, that an entity seeking Shareholder approval for the purposes of ASX Listing Rule 10.11 must give Shareholders the following information:

Name of proposed allottee

Mr Rob Bryant is a director of the Company and is therefore a related party.

Maximum number of securities that may be issued

2,000,000 Options are to be issued. Each Option is exercisable into one fully paid ordinary Share.

The Date by which the entity will issue the securities which must be no later than one month after the date of the meeting

27 November 2013.

The price or formula for calculating the price

Each Option has an exercise price of \$1.50. The Options are issued for nil consideration.

The intended use of the funds

Options are issued for nil consideration and are issued to Mr Bryant for the purposes of providing long term incentives.

The Directors other than Mr Bryant who abstains, recommend that Shareholders vote in favour of Resolution 5.

6. Resolution 6 - Issue of Options to Mr Scott Baldwin

(a) Introduction

ASX Listing Rule 10.11 prohibits a Company from issuing securities to a 'related party' without the approval of shareholders.

As a director of the Company, Mr Scott Baldwin is a related party and therefore the issue of options to Mr Baldwin require Shareholder approval for the purposes of the ASX Listing Rules.

The Options will not be issued under the ESOP.

The Directors have determined that the issue is reasonable remuneration for the purposes of Chapter 2E and therefore, Shareholder approval for the purposes of the related party provisions set out in Chapter 2E of the *Corporations Act* is not required.

Where a Company seeks approval under this listing rule, it is not required to also obtain approval under ASX Listing Rule 7.1.

(b) Disclosure requirements

It is a requirement of ASX Listing Rule 10.13, that an entity seeking Shareholder approval for the purposes of ASX Listing Rule 10.11 must give Shareholders the following information:

Name of proposed allottee

Mr Scott Baldwin is a director of the Company and is therefore a related party.

Maximum number of securities that may be issued

1,000,000 Options are to be issued. Each Option is exercisable into one fully paid ordinary Share.

The Date by which the entity will issue the securities which must be no later than one month after the date of the meeting

27 November 2013.

The price or formula for calculating the price

Each Option has an exercise price of \$1.50. The Options are issued for nil consideration.

The intended use of the funds

Options are issued for nil consideration and are issued to Mr Baldwin for the purposes of providing long term incentives.

The Directors other than Mr Baldwin who abstains, recommend that Shareholders vote in favour of Resolution 6.

7. Resolution 7 – Issue of Options to Mr Craig Harris

(a) Introduction

Mr Craig Harris is the Chief Financial Officer and Company Secretary of the Company and has been with the Company since May 2010.

The Board has resolved to issue to Mr Harris, 1,000,000 free options, each with an exercise price of \$1.50 and are issued to Mr Harris for the purposes of providing long term incentives. The issue is outside the Money3 Share Option Plan.

ASX Listing Rule 7.1 prohibits a listed entity from issuing or agreeing to issue more than 15% of its issued capital in a 12 month period without shareholder approval (**15% Limit**), unless an exception applies. Convertible securities are generally counted as the maximum number of ordinary securities into which it can be converted.

As no exception applies, the Company is seeking Shareholder approval for the issue to Mr Harris.

(c) Disclosure requirements

It is a requirement of ASX Listing Rule 7.3, that an entity seeking Shareholder approval for the purposes of ASX Listing Rule 7.1 must give Shareholders the following information:

Maximum number of securities to be issued

1,000,000 free options, each exercisable into one fully paid ordinary share and with an exercise price of \$1.50.

The Date by which the entity will issue the securities which must be no later than one month after the date of the meeting

27 November 2013

Issue Price

The options are issued for free but have an exercise price of \$1.50 per share

Name of proposed allottee

Mr Craig Harris is to be issued the Options.

The terms of the issue

Each option is exercisable into one fully paid ordinary security.

The exercise price is \$1.50 per option.

The options vest 3 years after issue date.

The options expire 5 years after issue date.

Intended use of the funds

As the options are issued for non-cash consideration, no funds will be raised.

The Directors recommend that Shareholders vote in favour of Resolution 7.

8. Resolution 8 – Remuneration Report

Section 250R(2) of the *Corporations Act 2001* (Cth) requires a resolution that the remuneration report be adopted be put to a vote at the listed company's annual general meeting. The vote is advisory only and does not bind the Directors or the Company.

The Remuneration Report, which forms part of the Directors' Report, is set out on pages 15 to 18 of the 2012 Annual Report and can be found on the Company website at www.money3.com.au.

Voting Restriction in relation to this resolution.

In accordance with Section 250R(4) of the *Corporations Act* (which came into effect on 1 July 2011), the Company will disregard any votes cast on this resolution by:

- (a) a member of the Key Management Personnel (**KMP Member**) as disclosed in the Remuneration Report; and
- (b) a closely related party (such as close family members and any controlled entities) of those persons;

However, KMP Members may cast a vote on the resolution if the KMP member does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution and the vote is not cast on behalf of a KMP member whose remuneration details are included in the remuneration report.

Section 250BD of the *Corporations Act* prevents Directors, KMP Members and their closely related parties from voting undirected proxies on this resolution.

If the Chairman of the Meeting is appointed as your proxy and you do not provide a voting direction, you are expressly authorising the Chairman of the Meeting to exercise your proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Accordingly (subject to the right to authorise the Chairman as discussed above), if you appoint the Directors or other KMP Members (or their closely related parties) as proxy and **you have not directed the proxy how to vote, your vote will not count for this resolution**. The Board encourages you to direct your proxy how to vote on this resolution.

Spill Resolution

Effective 1 July 2011, if 25% or more of votes cast on this resolution are voted against the adoption of the remuneration report at two consecutive AGMs, Shareholders will be required to vote at the second of those AGMs on a further resolution (**Spill Resolution**), seeking the convening of another meeting to be held within 90 days of the Spill Resolution. At that further meeting, all of the Company's Directors (other than the Managing Director and CEO) must stand for re-election.

Shareholders are reminded that not more than 25% of the votes cast on Resolution 10 agenda Item 4 at the 2012 AGM were cast against the resolution.

Proxy and Further Information

The Board of Directors is not aware of any other information which is relevant to the consideration by members of the proposed resolutions which are detailed in the Notice.

In accordance with the *Corporations Act 2001* (Cth), a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person according to the Register of Members at 7:00 pm on 25 November 2013.

A member entitled to attend and vote at the General Meeting is entitled to appoint not more than two proxies. The Proxy Form to be used is to be read in conjunction with, and accompanies this notice of meeting.

A proxy need not be a member of the Company. The proxy form must be signed by the member or the member's attorney. Proxies given by corporations must be executed by the corporation in accordance with the Corporations Act 2001 (Cth). Where a proxy is appointed by a member's attorney, the power of attorney together with evidence of non-revocation must be lodged with the proxy form. Further terms relating to the use of the proxy are described on the accompanying Proxy Form.

A member may choose whether or not to direct the proxy to vote. If the member does not direct the proxy how to vote on each resolution, the proxy may vote as the proxy sees fit on the resolutions for which the proxy is not directed. A member who is entitled to cast two or more votes may appoint two proxies, and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes of the member.

To be valid, proxies must be received by the Company,

- (i) by mail to Link Market Services Limited, Locked Bag A14, Sydney South, NSW 1235;
- (ii) online at www.linkmarketservices.com.au or
- (iii) by successful facsimile transmission on: (02) 9287 0309 or
- (iv) hand delivered to Link Market Services Limited, Level 12, 680 George Street, Sydney, NSW, 2000

no later than 48 hours prior to the commencement of the Annual General Meeting.

Prior to making any decision, members may wish to seek advice from their own independent financial adviser or stockbroker as to the effect of the proposed resolutions.