



INTIGER GROUP LIMITED

ACN 098 238 585

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

TIME: 9.30am (WST)

DATE: Tuesday, 27 November 2018

PLACE: The offices of Wolfstar Group
Barringtons House, 283 Rokeby Road
Subiaco, Western Australia

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety.

If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

Should you wish to discuss the matters in this Notice of Annual General Meeting please do not hesitate to contact the Company on +61 (0)8 6141 3500.

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held 9.30am (WST) on Tuesday, 27 November 2018 at:

The offices of Wolfstar Group, Barringtons House, 283 Rokeby Road, Subiaco, Western Australia

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your Shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return:

- In person at Barringtons House, 283 Rokeby Road, Subiaco, Western Australia
- By post to C/- Wolfstar Group, PO Box 52, West Perth WA 6872
- By facsimile to +61 (0)8 9481 1947
- By scan and email to info@wolfstargroup.com.au

Please note that the Proxy Form must be received by the Company not later than **9.30am (WST) on Sunday, 25 November 2018**.

Proxy Forms received later than this time will be invalid.

ENTITLEMENT TO ATTEND AND VOTE

The Company may specify a time, not more than 48 hours before the Meeting, at which a “snap-shot” of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the Annual General Meeting.

The Company’s Directors have determined that all Shares of the Company that are quoted on ASX at 9:30am (WST) on Sunday, 25 November 2018 shall, for the purposes of determining voting entitlements at the Annual General Meeting, be taken to be held by the persons registered as holding the Shares at that time.

PROXIES

Please note that:

- (a) a Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a Shareholder; and
- (c) a Shareholder 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, but

where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

CORPORATE REPRESENTATIVE

Any corporate Shareholder who has appointed a person to act as its corporate representative at the meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative. An appointment of corporate representative form can be obtained by via the Company's share registry website – www.automic.com.au

ENQUIRIES

Shareholders are invited to contact the Company Secretary, Stephen Buckley on +61 (0)8 6141 3500 if they have any queries in respect of the matters set out in this document.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that an Annual General Meeting of the Shareholders of Intiger Group Limited (**Intiger** or the **Company**) will be held at the offices of Wolfstar Group, Barringtons House, 283 Rokeby Road, Subiaco, Western Australia on Tuesday, 27 November 2018 commencing at 9.30am (WST) to consider, and if thought fit, to pass the Resolutions set out below.

Terms used in this Notice of Annual General Meeting and accompanying Explanatory Statement are defined in the glossary to this document.

The Explanatory Statement which accompanies and forms part of this Notice of Annual General Meeting describes the matters to be considered at the Annual General Meeting.

ORDINARY BUSINESS

1 FINANCIAL STATEMENTS AND REPORTS – PERIOD 1 JULY 2017 – 30 JUNE 2018

To receive and consider the annual financial statements, the directors' report and the audit report of the Company for the year ended 30 June 2018.

2 RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a **non-binding resolution**:

“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the annual remuneration report as set out in the directors' report for the financial year ended 30 June 2018”.

Voting exclusion: The Company will disregard any votes cast on Resolution 1 by or on behalf of any member of the Key Management Personnel of the Company whose remuneration is included in the remuneration report, or a closely related party of such member. However, the Company will not disregard any votes cast on Resolution 1 by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting on Resolution 1 as described above and either:

- (d) the person is acting as proxy and the Proxy Form specifies how the proxy is to vote on the Resolution; or
- (e) the person is the Chairman of the Meeting voting an undirected proxy and their appointment expressly authorises the Chairman to exercise the proxy even though Resolution 1 is connected with the remuneration of the Key Management Personnel of the Company.

If you are a member of the Key Management Personnel of the Company or a closely related party of such person (or are acting on behalf of any such person) and purport to cast a vote (other than as a proxy as permitted in the manner set out above), that vote will be disregarded by the Company (as indicated above) and you may be liable

for an offence for breach of voting restrictions that apply to you under the Corporations Act.

3 RESOLUTION 2 – RE-ELECTION OF TONY CHONG AS A DIRECTOR

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

“That Tony Chong, being a Director of the Company, who retires by rotation in accordance with Listing Rule 14.5 and clause 13.2 of the Company’s Constitution, and being eligible, offers himself for re-election, be re-elected as a Director of the Company”.

4 RESOLUTION 3 – APPOINTMENT OF AUDITOR

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

“That, subject to ASIC consenting to the resignation of HLB Mann Judd (the current auditor of the Company), for the purposes of section 327B(1)(b) of the Corporations Act and for all other purposes, Bentleys Audit & Corporate (WA) Pty Ltd, being qualified to act as auditor of the Company and having consented to act as auditor of the Company, be appointed as auditor of the Company effective from the date of the Meeting.”

SPECIAL BUSINESS

5 RESOLUTION 4 – REAPPROVAL OF ISSUES UNDER INCENTIVE OPTION PLAN

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

“That, for the purpose of Listing Rule 7.2 Exception 9(b) and for all other purposes, Shareholders reapprove the employee incentive scheme for employees and Directors of the Company known as the “Incentive Option Plan”, a summary of which is set out in the Explanatory Statement accompanying this Notice of Annual General Meeting, and the issue of securities there under, until 27 November 2021, as an exception to Listing Rule 7.1”.

Voting exclusion: The Company will disregard any votes cast in favour of Resolution 4 by a Director of the Company (except one who is ineligible to participate in the Incentive Option Plan) and any person associated with that Director. However, the Company will not disregard any votes cast on Resolution 4 by such person if:

- (a) the person is acting as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person is the Chairman of the Meeting acting 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.

In addition, the Company will disregard any votes cast on Resolution 4 by any member of the Key Management Personnel of the Company, or a closely related party of such member, acting as proxy if their appointment does not specify the way the proxy is to vote on Resolution 4. However, the Company will not disregard any votes cast on Resolution 4 by such person if:

- (a) the Proxy Form specifies how the proxy is to vote on the Resolution, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above; or
- (b) the person is the Chairman of the Meeting voting an undirected proxy and their appointment expressly authorises the Chairman to exercise the proxy even though Resolution 4 is connected with the remuneration of the Key Management Personnel of the Company.

6 RESOLUTION 5 – APPROVAL OF ADDITIONAL 10% PLACEMENT FACILITY

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

“That, for the purpose of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, for the purpose and on the terms set out in the Explanatory Statement accompanying this Notice of Annual General Meeting”.

Voting exclusion: The Company will disregard any votes cast in favour of Resolution 5 by any person who may participate in the issue of Equity Securities under the Additional 10% Placement Facility and any person who might obtain a benefit (except a benefit solely in the capacity of a holder of ordinary securities) if the Resolution is passed, and any person associated with those persons. However, the Company will not disregard any votes cast on Resolution 5 by such person if:

- (a) the person is acting as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) the person is the Chairman of the Meeting acting 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.

7 RESOLUTION 6 – SELECTIVE SHARE BUY-BACK

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

“That for the purpose of Section 257D of the Corporations Act and for all other purposes, approval be given for the Company to buy-back and cancel 500,000,000 Performance Shares on the terms set out in the Explanatory Statement accompanying this Notice of Annual General Meeting”.

Voting Exclusion: The Company will disregard any votes cast in favour of Resolution 6 by any person who may participate in the Buy-Back and any associate of those persons.

EXPLANATORY STATEMENT

The Explanatory Statement accompanying this Notice of Meeting is incorporated in and comprises part of this Notice of Meeting.

Shareholders are specifically referred to the glossary in the Explanatory Statement which contains definitions of capitalised terms used both in this Notice of Meeting and the Explanatory Statement.

Dated 24 October 2018

BY ORDER OF THE BOARD

Stephen Buckley

Company Secretary

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's 2018 Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting preceding this Explanatory Statement. Capitalised terms in this Explanatory Statement are defined in the glossary to this document.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice of Annual General Meeting, please contact the Company Secretary, your stockbroker or other professional adviser.

1 ANNUAL FINANCIAL STATEMENTS

The Corporations Act requires the annual financial report, directors' report and the auditor's report (**Annual Financial Statements**) to be received and considered at the Annual General Meeting. The Annual Financial Statements for the period ended 30 June 2018 are included in the Company's 2018 Annual Financial Report, a copy of which can be accessed on-line at www.intigergrouplimited.com.au.

There is no requirement for Shareholders to approve these reports and no vote will be taken on the Annual Financial Statements. However, Shareholders attending the Annual General Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Annual Financial Statements and the management of the Company.

The Company's auditor, HLB Mann Judd, will be present at the Annual General Meeting and Shareholders will have the opportunity ask the auditor questions in relation to the conduct of the audit, the auditor's report, the Company's accounting policies, and the independence of the auditor.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- (a) the preparation and content of the auditor's report;
- (b) the conduct of the audit;
- (c) accounting policies adopted by the Company in relation to the preparation of the Annual Financial Statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted no later than 20 November 2018 to HLB Mann Judd, Level 9, 575 Bourke Street, Melbourne, Victoria, 3000.

2 RESOLUTION 1 – ADOPTION OF 2018 REMUNERATION REPORT (NON-BINDING RESOLUTION)

2.1 Background

Pursuant to Section 250R(2) of the Corporations Act, the Company submits to Shareholders for consideration and adoption, by way of a non-binding resolution, its

remuneration report for the year ended 30 June 2018 (the **Remuneration Report**). The Remuneration Report is a distinct section of the annual directors' report (the **Directors' Report**) which deals with the remuneration of Directors, executives and senior managers of the Company. More particularly, the Remuneration Report can be found within the Directors' Report in the Company's 30 June 2018 Annual Report.

By way of summary, the Remuneration Report:

- (a) explains the Company's remuneration policy and the process for determining the remuneration of its Directors and executive officers;
- (b) addresses the relationship between the Company's remuneration policy and the Company's performance; and
- (c) sets out the remuneration details for each Director and executive officer named in the Remuneration Report for the financial year ended 30 June 2018.

The remuneration levels for Directors, executives and senior managers are competitively set to attract and retain appropriate Directors and Key Management Personnel.

The Chairman of the Annual General Meeting will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on, the Remuneration Report.

2.2 Regulatory Requirements

The Corporations Act provides that Resolution 1 need only be an advisory vote of Shareholders and does not bind the Directors. However, the Corporations Act provides that if the Company's Remuneration Report resolution receives a "no" vote of 25% or more of votes cast at the Annual General Meeting, the Company's subsequent Remuneration Report must explain the Board's proposed action in response or, if the Board does not propose any action, the Board's reasons for not making any changes. The Board will take into account the outcome of the vote when considering the remuneration policy, even if it receives is less than a 25% "no" vote.

In addition, Sections 250U and 250V of the Corporations Act sets out a "two strikes" re-election process, pursuant to which:

- (a) if, at a subsequent annual general meeting (**Later Annual General Meeting**), at least 25% of the votes cast on a resolution that the remuneration report be adopted are against the adoption of that remuneration report;
- (b) at the immediately preceding annual general meeting (**Earlier Annual General Meeting**), at least 25% of the votes cast on a resolution that the remuneration report be adopted were against the adoption of that remuneration report; and
- (c) a resolution was not put to the vote at the Earlier Annual General Meeting under an earlier application of Section 250V of the Corporations Act,

then the Company must put to vote at the Later Annual General Meeting a resolution, requiring Shareholders to vote on whether the Company must hold another general meeting (**Spill Meeting**) to consider the appointment of all of the

Directors at the time the Directors Report was approved by the Board who must stand for re-appointment (other than the Managing Director) (**Spill Resolution**). The Spill Resolution may be passed as an ordinary resolution.

If the Spill Resolution is passed, the Spill Meeting must be held within 90 days after the Spill Resolution is passed. All of the Company's Directors who were Directors at the time when the resolution to make the Directors' Report was passed (excluding the Managing Director of the Company who may, in accordance with the ASX Listing Rules, continue to hold office indefinitely without being re-elected to the office) cease to hold office immediately before the end the Spill Meeting and may stand for re-election at the Spill Meeting.

At the Company's 30 June 2017 annual general meeting, less than 25% of the eligible votes cast in respect of the 2017 remuneration report were cast against the adoption of the 2017 remuneration report. Accordingly, a Spill Resolution will not be put to the Meeting even if 25% or more of the votes cast in respect of the 2018 Remuneration Report are against the adoption of the 2018 Remuneration Report

2.3 Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

3 RESOLUTION 2 – RE-ELECTION OF TONY CHONG

3.1 Background

In accordance with Listing Rule 14.5 and clause 13.2 of the Company's Constitution, at every annual general meeting an election of Directors must take place.

For this reason, Tony Chong retires by way of rotation and, being eligible, offers himself for re-election as a Director.

Mr Chong is the Managing Partner of the Perth office of Squire Patton Boggs' and a Partner in the firm's Corporate Team. In addition to being a lawyer with specialist knowledge in corporate law and in tax, he brings his extensive knowledge in governance and commercial experience to the Board, having been a board member and chair of ASX listed, private and non-profit companies.

Mr Chong is also a chartered tax adviser and a fellow of the CPA. He has strong interest in the technology sector and has extensive experience working and advising on businesses in Asia.

During the last three years, Mr Chong has also served as a director of TV2U International Limited.

3.2 Board Recommendation

The Directors (other than Tony Chong) unanimously recommend that Shareholders vote in favour of Resolution 2.

4 RESOLUTION 3 – APPOINTMENT OF AUDITOR

4.1 Background

Resolution 3 seeks shareholder approval to the appointment of Bentleys Audit & Corporate (WA) Pty Ltd to the office of auditor of the Company which will become vacant by virtue of the resignation of the existing auditor, HLB Mann Judd, subject to ASIC's consent to the resignation.

HLB Mann Judd currently acts as auditor to the Company. Pursuant to section 329 of the Corporations Act, HLB Mann Judd has applied to ASIC for consent to resign as auditor of the Company, with effect from the date of the Annual General Meeting. The Company expects that ASIC will give its consent prior to the Annual General Meeting. If ASIC does not consent to the resignation of HLB Mann Judd as auditor with effect from the date of the Annual General Meeting, Resolution 3 will not be proposed at the Meeting.

The Company has received:

- (a) a nomination under section 328B of the Corporations Act from Pinewood Asset Pty Ltd ATF The Fraser Family A/C for Bentleys Audit & Corporate (WA) Pty Ltd to be appointed as the Company's auditor, a copy of which is annexed as Schedule 4 to this Explanatory Statement; and
- (b) a consent to act as auditors of the Company duly executed by Bentleys Audit & Corporate (WA) Pty Ltd, registered company auditors.

The Directors consider that Bentleys Audit & Corporate (WA) Pty Ltd is well placed to provide commercial insight to drive value in this period of significant change for the Company, and thank HLB Mann Judd for its professional advice and assistance provided to date.

4.2 Board Recommendation

The Directors recommend shareholders vote in favour of Resolution 3.

The Chairman of the meeting intends to vote all available proxies in favour of Resolution 3.

5 RESOLUTION 4 – APPROVAL OF ISSUES UNDER EMPLOYEE INCENTIVE SCHEME

5.1 Background

Shareholders approved the Company's Incentive Option Plan (**Plan**) at a general meeting of the Company held on 26 May 2016. The Plan provides an opportunity for employees to be granted options (**Options**) to acquire Shares in the Company.

The purpose of the Plan is to:

- (a) reward employees of the Company;
- (b) assist in the retention and motivation of employees of the Company; and
- (c) provide an incentive to employees of the Company to grow shareholder value by providing them with an opportunity to receive an ownership interest in the Company.

Listing Rule 7.1 provides that, unless an exemption applies, a company must not, without prior approval of shareholders, issue or agree to issue Equity Securities if the Equity Securities will in themselves or when aggregated with the Equity Securities issued by the company during the previous 12 months, exceed 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

However, Listing Rule 7.2 (Exception 9(b)) provides an exemption from the Listing Rule 7.1 15% annual limit to securities issued under an employee share incentive scheme provided, within three years before the date of issue, shareholders have approved the issue of securities under the plan. In the absence of such approval, the issue can still occur but is counted as part of the Listing Rule 7.1 15% limit which would otherwise apply during a 12 month period.

Shareholder approval is sought under Listing Rule 7.2 (Exception 9(b)) for the issue of Options under the Plan. Such approval will last for a period of three years and will expire on 27 November 2018. Shareholder approval will still be required pursuant to Listing Rule 10.14 before any Director or related party of the Company may participate in the Plan.

5.2 Regulatory Requirements

The following information is provided to Shareholders for the purpose of Listing Rule 7.2 Exception 9(b):

- (a) the number of Options issued by the Company under the Plan since the date of the last approval in May 2016 is 145,000,000;
- (b) a summary of the terms of the Plan is set out in Schedule 1; and
- (c) a voting exclusion statement for Resolution 4 is included in the Notice of Annual General Meeting preceding this Explanatory Statement.

5.3 Board Recommendation

The Board, other than Mark Fisher who is a potential participant under the Plan, recommend that Shareholders approve Resolution 4.

6 RESOLUTION 5 – APPROVAL OF ADDITIONAL 10% PLACEMENT FACILITY

6.1 Background

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

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less, as at the time of the entity's annual general meeting. The Company is an eligible entity as at the time of this Notice of Annual General Meeting and is expected to be an eligible entity as at the time of the Annual General Meeting.

Resolution 5 seeks Shareholder approval to enable the Company to issue Equity Securities under the Additional 10% Placement Facility throughout the 12 months

after the Annual General Meeting. The effect of Resolution 5 will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the period set out below.

The exact number of Equity Securities that the Company may issue under the Additional 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to section 6.2(b) of this Notice of Annual General Meeting below).

Resolution 5 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote at the Annual General Meeting (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

6.2 Regulatory Requirements

In compliance with the information requirements of Listing Rule 7.3A, Shareholders are advised of the following information:

(a) Minimum Issue Price

Equity securities issued under the Additional 10% Placement Facility must be in the same class as an existing class of quoted Equity Securities of the Company. As at the date of this Notice of Annual General Meeting, the Company has on issue one class of quoted Equity Securities, being Shares.

The issue price of Equity Securities issued under the Additional 10% Placement Facility must not be lower than 75% of the volume weighted average price for securities in the same class calculated over the 15 trading days on which trades in that class were conducted immediately before:

- (i) the date on which the Equity Securities are issued; or
- (ii) the date on which the price of Equity Securities is agreed, provided that the issue is thereafter completed within 5 business days.

(b) Dilution

As at the date of this Notice of Annual General Meeting, the Company has 1,677,895,817 Shares on issue. Accordingly, if Shareholders approve Resolution 5, the Company will have the capacity to issue approximately 167,789,581 Equity Securities under the Additional 10% Placement Facility in accordance with Listing Rule 7.1A.

The precise number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the following formula:

$$(A \times D) - E$$

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

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

- (B) plus the number of partly paid shares that became fully paid in the 12 months;
- (C) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4;
- (D) less the number of fully paid shares cancelled in the 12 months.

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

D is 10%

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

If Resolution 5 is approved by Shareholders and the Company issues Equity Securities under the Additional 10% Placement Facility, existing Shareholders' voting power in the Company will be diluted as shown in the table below. There is a risk that:

- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
- (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

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

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

The table also shows:

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

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.007 50% decrease in Issue Price	\$0.013 Issue Price	\$0.026 100% increase in Issue Price
Current Variable A 1,677,895,817 Shares	Shares issued (10% Voting Dilution)	167,789,581 New Shares	167,789,581 New Shares	167,789,581 New Shares
	Funds raised	\$1,174,527.07	\$2,181,264.55	\$4,362,529.11
50% increase in current Variable A 2,516,843,725 Shares	Shares issued (10% Voting Dilution)	251,684,372 New Shares	251,684,372 New Shares	251,684,372 New Shares
	Funds raised	\$1,761,790.60	\$3,271,896.84	\$6,543,793.67
100% increase in current Variable A 3,355,791,634 Shares	Shares issued (10% Voting Dilution)	335,579,163 New Shares	335,579,163 New Shares	335,579,163 New Shares
	Funds raised	\$2,349,054.14	\$4,362,529.12	\$8,725,058.24

The table has been prepared on the following assumptions:

1. Variable A is 1,677,895,817 being the number of ordinary securities on issue at the date of this Notice of Meeting.
2. The Company issues the maximum number of Equity Securities available under the Additional 10% Placement Facility.
3. No Options are exercised into Shares before the date of issue of the Equity Securities;
4. The Company has not issued any other Equity Securities using its placement capacity under Listing Rule 7.1 or 7.1A in the 12 months preceding this Notice of Meeting.
5. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
6. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Additional 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
7. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.

8. The issue of Equity Securities under the Additional 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
9. The issue price is \$0.013, being the closing price of the Shares on ASX on 19 October 2018.

(c) **Issue Period**

If Shareholders approve Resolution 5, the Company will have a mandate to issue Equity Securities under the Additional 10% Placement Facility under Listing Rule 7.1A from the date of the Annual General Meeting until the earlier of the following to occur:

- (i) the date that is 12 months after the date of the Annual General Meeting; and
- (ii) the date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(the **Additional 10% Placement Period**).

The Company will only issue and allot Equity Securities during the Additional 10% Placement Period.

(d) **Purpose of Issues**

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

- (i) non-cash consideration for the acquisition of the new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
- (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards expenses associated with continued business development, shares and marketing, design, build and further commercialisation of technology, the acquisition of new assets and investments (including expenses associated with such an acquisition) and general working capital.

The Company will provide further information at the time of issue of any Equity Securities under the Additional 10% Placement Facility in compliance with its disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A.

(e) **Allocation Policy**

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

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

- (ii) the effect of the issue of the Equity Securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate, financial and broking advisers (if applicable).

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

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

(f) **Previous issues of Equity Securities under Listing Rule 7.1A**

The Company previously obtained Shareholder approval under Listing Rule 7.1A at its 2017 Annual General Meeting held on 29 November 2017. The Company has not issued any Equity Securities pursuant to this prior approval.

In the 12 months preceding this Notice of Annual General Meeting, the Company has issued 906,756,064 Equity Securities which represents 44.67% of the total number of Equity Securities on issue at the commencement of that 12 month period.

Details of the Equity Securities issued in the 12 month period are outlined in Schedule 2 to this Notice of Meeting.

(g) **Voting exclusion statement**

A voting exclusion statement for Resolution 5 is included in the Notice of Annual General Meeting preceding this Explanatory Statement.

At the date of the Notice of Annual General Meeting, the Company has not approached any particular existing security holder or an identifiable class of existing security holders to participate in the issue of the Equity Securities.

In these circumstances (and in accordance with the note set out in ASX Listing Rule 14.11.1 relating to ASX Listing Rules 7.1 and 7.1A), for a person's vote to be excluded, it must be known that that person will participate in the proposed issue. Where it is not known who will participate in the proposed issue (as is the case in respect of any Equity Securities issued under the Additional 10% Placement Facility), Shareholders must consider the proposal on the basis that they may or may not get a benefit and that it is possible that their holding will be diluted, and there is no reason to exclude their votes.

No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice of Annual General Meeting.

6.3 Board Recommendation

The Board believes that the Additional 10% Placement Facility is beneficial for the Company as it will give the Company the flexibility to issue further securities representing up to 10% of the Company's share capital during the next 12 months. Accordingly, the Board unanimously recommend that Shareholders approve Resolution 5.

7 RESOLUTION 6 – SELECTIVE SHARE BUY-BACK

7.1 Background

In connection with the acquisition of Intiger Asset Management Pty Ltd by Intiger Group Limited (formerly Star Striker Limited) completed by the Company in 2016, the Company obtained Shareholder approval to issue 500,000,000 Performance Shares to Intiger Group Shareholders in consideration for the acquisition of 100% of the issued capital of each entity in the Intiger Group, consisting of:

(a) 250,000,000 Class A Performance Shares; and

(b) 250,000,000 Class B Performance Shares,

(together, the **Performance Shares**).

The full terms of the Performance Shares are outlined in Schedule 3 to this Notice of Meeting (**Terms**).

The Performance Share Terms provide that, subject to any applicable exception, Performance Shares will, upon achievement of the relevant milestone, convert into Shares as follows:

(a) (**Class A**) one Class C Performance Share and one Share;

(b) (**Class B**) one Class D Performance Share and one Share;

(c) (**Class C**) one Share;

(d) (**Class D**) one Share.

The necessary milestone at which point each Performance Share in the relevant class will convert is as follows:

(a) (**Class A**) the aggregate audited consolidated net profit after tax of the Intiger Group being not less than \$1,000,000 between the date of the issue of Performance Shares and 30 June 2019;

(b) (**Class B**) the aggregate audited consolidated net profit after tax of the Intiger Group being not less than \$4,000,000 between the date of the issue of Performance Shares and 30 June 2019;

(c) (**Class C**) the aggregate audited consolidated net profit after tax of the Intiger Group being not less than \$11,000,000 between the date of the issue of Performance Shares and 30 June 2019;

(d) (**Class D**) the aggregate audited consolidated net profit after tax of the Intiger Group being not less than \$40,000,000 between the date of the issue of Performance Shares and 30 June 2019.

(each separately a **Milestone**).

The Performance Share Terms provide that, in the event the relevant Milestone is not achieved by the relevant date, 30 June 2019, then each Performance Share will be automatically redeemed by the Company for the sum of \$0.00001 within 10 Business Days of non-satisfaction of the Milestone (**Redemption Price**).

The Board have considered the consolidated net profit after tax of the Intiger Group to date and, taking into account reasonable forecasts of consolidated net profit after tax of the Intiger Group between the date of this Notice and 30 June 2019, consider it is unlikely that any of the Milestones will be met. Accordingly, the Board expects that the Company will be required to automatically redeem the Preference Shares on 30 June 2019 and pay \$5,000 to the holders of Preference Shares (**Preference Shareholders**).

In the interest of reducing the Company's contingent liabilities and streamlining the Company's existing capital structure, the Board considered it was in the best interest of the Company to accelerate the redemption of the Performance Shares. Accordingly, the Company and Performance Shareholders entered into an agreement providing for the buy-back of the Performance Shares, subject to the receipt of Shareholder approval under Resolution 6 (**Buy-Back Agreement**).

The Buy-Back Agreement contemplates the parties undertaking a selective buy-back of the Performance Shares by the Company for a sum of \$5,000 (plus GST) (**Buy Back**).

7.2 Regulatory Requirements

The Buy-Back is being undertaken by way of a selective share buy-back pursuant to Section 257D of the Corporations Act.

Section 257A of the Corporations Act provides that a company may buy back its own shares if:

- (a) the buy-back does not materially prejudice the company's ability to pay its creditors; and
- (b) the company follows the procedures laid down in Division 2 of Part 2J.1 of the Corporations Act.

Pursuant to Section 257D(1) of the Corporations Act, a share buy-back must be approved by either:

- (a) a special resolution passed at a general meeting of the company, with no votes being cast in favour of the resolution by any person whose shares are to be bought back or by their associates; or
- (b) a resolution agreed to, at a general meeting by all ordinary shareholders.

Pursuant to Section 257D(2) of the Corporations Act, the Company must include with this Notice a statement setting out all information known to the Company that is material to the decision on how to vote on Resolution 6. However, the Company does not have to disclose information if it would be unreasonable to require the Company to do so because the Company has previously disclosed the information to Shareholders.

Section 257H(3) provides that immediately after the registration of the transfer to a company of shares bought back, the shares are cancelled.

Under Section 257D(1)(a) of the Corporations Act, any Performance Shareholder and their associates are not entitled to cast votes in favour of Resolution 6. Any such votes will be disregarded.

If the Buy-Back does not proceed, the Performance Shares will not be bought back and cancelled and will remain on-foot until the Milestone date, 30 June 2019.

ASIC Regulatory Guide 110 sets out what ASIC expects a company to provide when disclosing such information to shareholders with a notice of meeting. This information is set out below.

7.3 Details of the Buy-Back

Pursuant to and in accordance with 257D(2) of the Corporations Act and Regulatory Guide 110, the following information is provided in relation to the Buy-Back:

- (a) As at the date of this Notice, the Company has 1,477,895,817 Shares on issue.
- (b) The number of Performance Shares subject to the Buy-Back is 500,000,000, consisting of 250,000,000 Class A Performance Shares and 250,000,000 Class B Performance Shares. The Performance Shares are not fully paid ordinary shares in the Company and therefore represent 0% of all Shares on issue. However, the Performance Shares represent 21.95% of total Equity Securities in the Company on issue.
- (c) The consideration to be paid by the Company under the Buy-Back will be \$0.00001 per Performance Share, totalling \$5,000 (plus GST).
- (d) The reason for the Company undertaking the Buy-Back is to reduce the Company's contingent liabilities and to streamline the Company's existing capital structure, as outlined further in section 7.1 of this Explanatory Statement above.
- (e) As a Preference Shareholder, Mr Mark Fisher will participate in the Buy-Back. Mr Fisher is a Director, holding 440,000,000 Preference Shares.
- (f) The Company's latest audited financial statements, being the audited financial statements for the financial year ended 30 June 2018, are available on-line at www.intigergrouplimited.com.au.
- (g) The Buy-Back will be funded out of the Company's cash reserves. The financial effect of the Buy-Back will be that the cash position of the Company will decrease by \$5,000.
- (h) The Performance Shares bought back from Performance Shareholders will be cancelled pursuant to section 257H of the Corporations Act. This will reduce the total Equity Securities in the Company on issue from 2,029,800,457 to 1,529,800,457.
- (i) Given that the Performance Shares the subject of the Buy-Back are not Shares and do not provide for any voting rights to Performance Shareholders, the Buy-Back will not give rise to any change in control of the Company.
- (j) Any Performance Shareholder may participate in the Buy-Back, this includes:

- (i) Mr Mark Fisher;
 - (ii) Red Apple Superannuation Pty Ltd;
 - (iii) Station Nominees Pty Ltd; and
 - (iv) Mr John Rogers.
- (k) The Directors consider that the main advantages for the Company and its Shareholder in approving the Buy-Back are:
- (i) the Company's contingent liabilities will be reduced; and
 - (ii) the Company's existing capital structure will be streamlined.
- (l) The Directors do not consider there to be any material disadvantages to the Company in undertaking the Buy-Back.
- (m) The highest, lowest and last trading price of Shares on ASX over the thirty day period prior to the date of lodgement of this Notice of Meeting is set out below.

Lowest Price	Highest Price	Last Price
\$0.011	\$0.014	\$0.013
19 September 2018	10 October 2018	19 October 2018

7.4 Related Party Transaction

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties by a public company, prohibiting the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within an exception to the provision; or
- (b) prior shareholder approval is obtained to the giving of the financial benefit and the benefit is given within 15 months after shareholder approval is obtained.

One of the nominated exceptions to the prohibition includes the provision of a financial benefit on terms that would be reasonable in the circumstances if the Company and the related party were dealing at arm's length (or on terms less favourable than arm's length).

Mr Mark Fisher is a related party of the Company by virtue of being a Director.

The Board considers that Chapter 2E of the Corporations Act does not apply in relation to the Buy-Back, given that:

- (a) Mr Fisher will obtain the same financial benefit under the Buy-Back as he would have in the event the Performance Shares were redeemed upon their expiration on 30 June 2019 and the terms of the Performance Shares have been previously approved by Shareholders at the General Meeting of the Company held on 26 May 2016;
- (b) the terms of the Buy-Back are the same for Mr Fisher and the other Performance Shareholders who are not related parties of the Company; and
- (c) the Buy-Back is otherwise being conducted on arms' length terms.

7.5 Board Recommendation

The Directors, other than Mr Mark Fisher who has a material interest in the Buy-Back, consider that the Buy-Back proposed by Resolution 6 will not prejudice the Company's ability to pay its creditors.

Each of the Directors, other than Mr Mark Fisher who has a material interest in the Buy-Back, recommend that Shareholders vote in favour of Resolution 6.

GLOSSARY

In this Explanatory Statement, the following terms have the following unless the context otherwise requires:

Annual Report	the Company's annual report dated 30 June 2018.
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited or the securities market operated by ASX Limited, as the context requires.
Board	board of Directors.
Buy-Back	has the meaning given to that term in section 7.1 of the Explanatory Statement to this Notice.
Buy-Back Agreement	has the meaning given to that term in section 7.1 of the Explanatory Statement to this Notice.
Chairman	chairman of the Annual General Meeting.
Company or Intiger	Intiger Group Limited ACN 098 238 585.
Constitution	constitution of the Company.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	director of the Company.
Directors' Report	the Directors' report contained in the Annual Report.
Equity Securities	has the meaning given to that term in the Listing Rules.
Explanatory Statement	the explanatory statement that accompanies this Notice of Annual General Meeting.
Intiger Group	means each of: (a) Intiger Asset Management Pty Ltd (ACN 606 729 328); (b) Integra Asset Management Australia Pty Ltd (ACN 162 734 376); (c) Intiger Process Enhancement Pty Ltd (ACN 610 159 209); (d) Intiger Asset Management Limited (a Hong Kong Company), HKCN 2254952; (e) Tiger 1 Limited (a Hong Kong Company), HKCN 2258742; (f) Tiger 2 Limited (a Hong Kong Company), HKCN 2258743; and (g) Lion 2 Business Process Inc (a Phillipines Company), PIN CS201522320.
Intiger Group Shareholder	means a holder of one or more shares in the capital of an entity in the Intiger Group.

Key Management Personnel	key management personnel of the Company (as defined in Section 9 of the Corporations Act).
Meeting or Annual General Meeting	the annual general meeting convened by this Notice of Annual General Meeting.
Notice of Annual General Meeting or Notice of Meeting	this notice of Annual General Meeting.
Listing Rules or ASX Listing Rules	official listing rules of the ASX.
Milestone	has the meaning given to that term in section 7.1 of the Explanatory Statement to this Notice.
Option	option to subscribe for a Share.
Plan	the Company's Incentive Option Plan, as defined in section 4 of the Explanatory Statement to this Notice.
Performance Shares	has the meaning given to that term in section 7.1 of the Explanatory Statement to this Notice.
Proxy Form	the proxy form enclosed with this Notice of Annual General Meeting.
Redemption Price	has the meaning given to that term in section 7.1 of the Explanatory Statement to this Notice.
Remuneration Report	the report contained in the Directors' Report dealing with the remuneration of the Key Management Personnel for the year ended 30 June 2018.
Resolution	resolution contained in this Notice of Annual General meeting.
Schedule	schedule to this Notice of Annual General Meeting.
Share	fully paid ordinary share in the capital of the Company.
Shareholder	holder of a Share in the Company.
Terms	has the meaning given to that term in section 7.1 of the Explanatory Statement to this Notice.
WST	Australian Western Standard Time.

SCHEDULE 1 – KEY TERMS OF PLAN

- (a) **Eligibility:** Participants in the Plan may be:
- (i) a Director (whether executive or non-executive) of the Company, its subsidiaries and any other related body corporate of the Company (**Group Company**);
 - (ii) a full or part time employee of any Group Company;
 - (iii) a casual employee or contractor of a Group Company to the extent permitted by ASIC Class Order 14/1000 (or any amendment to or replacement of that Class Order) (**Class Order**); or
 - (iv) a prospective participant, being a person to whom the offer is made but who can only accept the offer if an arrangement has been entered into that will result in the person becoming a Participant under clauses (a), (b) or (c) above,
- who is declared by the Board to be eligible to receive grants of Options under the Plan (**Participants**).
- (b) **Offer:** The Board may, from time to time, in its absolute discretion, make a written offer to any Participant (including a Participant who has previously received an offer) to apply for up to a specified number of Options, upon the terms set out in the Plan and upon such additional terms and conditions as the Board determines.
- (c) **Plan limit:** The Company must have reasonable grounds to believe, when making an offer, that the number of Shares to be received on exercise of Options offered under an offer, when aggregated with the number of Shares issued or that may be issued as a result of offers made in reliance on the Class Order at any time during the previous 3 year period under an employee incentive scheme covered by the Class Order or an ASIC exempt arrangement of a similar kind to an employee incentive scheme, will not exceed 5% of the total number of Shares on issue at the date of the offer.
- (d) **Issue price:** unless the Options are quoted on the ASX, Options issued under the Plan will be issued for no more than nominal cash consideration.
- (e) **Vesting Conditions:** An Option may be made subject to vesting conditions as determined by the Board in its discretion and as specified in the offer for the Option.
- (f) **Vesting:** The Board may in its absolute discretion (except in respect of a Change of Control occurring where Vesting Conditions are deemed to be automatically waived) by written notice to a Participant, resolve to waive any of the Vesting Conditions applying to Options due to
- (i) the Participant ceasing to be a Participant due to death or total and permanent disability; or
 - (ii) a Change of Control occurring; or

- (iii) the Company passing a resolution for voluntary winding up, or an order is made for the compulsory winding up of the Company.
- (g) **Lapse of an Option:** An Option will lapse upon the earlier to occur of:
 - (i) an unauthorised dealing in the Option;
 - (ii) a Vesting Condition in relation to the Option is not satisfied by its due date, or becomes incapable of satisfaction, unless the Board exercises its discretion to vest the Option (eg due to death, total and permanent disability);
 - (iii) in respect of unvested Option only, a Participant ceases to be a Participant, unless the Board exercises its discretion to vest the Right (eg due to death, total and permanent disability) or allow the unvested Options to remain unvested after the relevant person ceases to be a Participant;
 - (iv) in respect of vested Options only, a relevant person ceases to be a Participant and the Option granted in respect of that person is not exercised within one (1) month (or such later date as the Board determines) of the date that person ceases to be a Participant;
 - (v) the Board deems that an Option lapses due to fraud, dishonesty or other improper behaviour of the Participant;
 - (vi) the Company undergoes a change in control or winding up, and the Board does not exercise its discretion to vest the Option;
 - (vii) the expiry date of the Option; and
 - (viii) the 7 year anniversary of the date of grant of the Option.
- (h) **Not transferrable:** Options are only transferrable with the prior written consent of the Board (which may be withheld in its absolute discretion) or by force of law upon death to the participant's legal personal representative or upon bankruptcy to the participant's trustee in bankruptcy.
- (i) **Shares:** Shares resulting from the exercise of the Options shall, subject to any Sale Restrictions (refer below) from the date of issue, rank on equal terms with all other Shares on issue.
- (j) **Quotation of Shares:** If Shares of the same class as those issued upon exercise of Options issued under the Plan are quoted on the ASX, the Company will, subject to the ASX Listing Rules, apply to the ASX for those Shares to be quoted on ASX within 10 business days of the later of the date the Shares are issued and the date any restriction period applying to the disposal of Shares ends.
- (k) **Share Sale Restrictions:** The Board may, in its discretion, determine at any time up until exercise of Options, that a restriction period will apply to some or all of the Shares issued to a Participant (or their eligible nominee) on exercise of those Options up to a maximum of seven (7) years from the grant date of the Options.

- (l) **No Participation Rights:** There are no participating 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 currency of the Options.
- (m) **Reorganisation:** If, at any time, the issued capital of the Company is reorganised (including consolidation, subdivision, reduction or return), all rights of a holder of a Option are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganisation.
- (n) **Amendments:** Subject to express restrictions set out in the Plan and complying with the Corporations Act, ASX Listing Rules and any other applicable law, the Board may at any time by resolution amend or add to all or any of the provisions of the Plan, or the terms or conditions of any Option granted under the Plan including giving any amendment retrospective effect.

Definitions: Capitalised terms used in the above summary are as defined in the Plan, including:

Change of Control means:

- a bona fide Takeover Bid is declared unconditional and the bidder has acquired a Relevant Interest in at least 50.1% of the Company's issued Shares;
- a court approves, under section 411(4)(b) of the Corporations Act, a proposed compromise or arrangement for the purposes of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
- in any other case, a person obtains Voting Power in the Company which the Board (which for the avoidance of doubt will comprise those Directors immediately prior to the person acquiring that Voting Power) determines, acting in good faith and in accordance with their fiduciary duties, is sufficient to control the composition of the Board.

SCHEDULE 2

DETAILS OF EQUITY SECURITIES ISSUED IN THE 12 MONTHS PRIOR TO THE DATE OF THE ANNUAL GENERAL MEETING

Issue Date	Number & Class of Securities	Allottees	Issue Price and discount Market Price (if applicable)	Form of Consideration
31/10/2017	3,515,000 FPO	Issued to holder of Listed Options following exercise of Listed Options	\$0.008 (discount of 11%)	Amount raised: \$28,120 Amount spent: \$28,120 Use of funds: Funds raised were used to continue the Company's technology development and for general working purposes
17/11/2017	4,830,227	Issued to holder of Listed Options following exercise of Listed Options	\$0.008 (discount of 27%)	Amount raised: \$38,641 Amount spent: \$38,641 Use of funds: Funds raised were used to continue the Company's technology development and for general working purposes
4/12/2017	33,095,526 FPO	Issued to holder of Listed Options following exercise of Listed Options	\$0.008 (discount of 33%)	Amount raised: \$264,764 Amount spent: \$264,764 Use of funds: Funds raised were used to continue the Company's technology development and for general working purposes
8/12/2017	5,086,397 FPO	Issued to holder of Listed Options following exercise of Listed Options	\$0.008 (discount of 46%)	Amount raised: \$40,691 Amount spent: \$40,691 Use of funds: Funds raised were used to continue the Company's technology development and for general working purposes
19/12/2017	41,251,886 FPO	Issued to holder of Listed Options following exercise of Listed Options	\$0.008 (discount of 38%)	Amount raised: \$330,015 Amount spent: 330,015 Use of funds: Funds raised were used to continue the Company's technology development and for general working purposes
2/01/2018	137,611,012 FPO	Issued to holder of Listed Options following exercise of Listed Options	\$0.008 (discount of 42%)	Amount raised: \$1,100,888 Amount Spent: \$830,000 Amount Remaining: \$170,000 Use of funds: Funds raised were used to continue

				the Company's technology development and for general working purposes Use of remaining funds: As above
2/01/2018	8,435,328 FPO	Issued to holder of Listed Options following exercise of Listed Options	\$0.008 (discount of 42%)	Amount raised: \$67,482 Amount Spent: Nil Amount Remaining: \$67,482 Use of remaining funds: Funds raised will be used to continue the Company's technology development and for general working purposes
8/01/2018	2,930,688 FPO	Issued to holder of Listed Options following exercise of Listed Options	\$0.008 (discount of 46%)	Amount raised: \$23,445 Amount Spent: Nil Amount Remaining: \$23,445 Use of remaining funds: Funds raised will be used to continue the Company's technology development and for general working purposes
22/06/2018	55,000,000 Unlisted Options	Employees of the Company pursuant to Incentive Option Plan	Nil (Options are exercisable at \$0.02)	Amount Spent: Nil Amount Remaining: Nil Options were issued as free attaching options in connection with issue of shares pursuant to Placement announced 22 August 2018, and as such no funds were raised. In the event of the exercise of Options, any funds raised will be used to continue the Company's technology development and for general working purposes
29/08/2018	100,000,000 FPO	Issued to institutional and sophisticated investors pursuant to Placement announced 22 August 2018	\$0.01 (discount of 23%)	Amount raised: \$1,000,000 Amount Spent: Nil Amount Remaining: \$1,000,000 Use of remaining funds: Funds raised will be used to continue the Company's technology development and for general working purposes
29/08/2018	105,000,000 Unlisted Options	Issued to institutional and sophisticated investors pursuant to Placement announced 22 August 2018	Nil (Options are exercisable at \$0.015)	Amount Spent: Nil Amount Remaining: Nil Options were issued as free attaching options in connection with issue of shares pursuant to Placement announced 22 August 2018, and as such no funds were raised. In the event of the exercise of Options, any funds raised will be used to continue the Company's technology development and for general working purposes.

11/10/2018	200,000,000 FPO	Issued to institutional and sophisticated investors pursuant to Placement announced 22 August 2018	\$0.01 (discount of 23%)	Amount raised: \$2,000,000 Amount Spent: Nil Amount Remaining: \$2,000,000 Use of remaining funds: Funds raised will be used to continue the Company's technology and for general working purposes
11/10/2018	210,000,000 Unlisted Options	Issued to institutional and sophisticated investors pursuant to Placement announced 22 August 2018	Nil (Options are exercisable at \$0.015)	Amount Spent: Nil Amount Remaining: Nil Options were issued as free attaching options in connection with issue of shares pursuant to Placement announced 22 August 2018, and as such no funds were raised. In the event of the exercise of Options, any funds raised will be used to continue the Company's technology development and for general working purposes.

SCHEDULE 3

TERMS OF PERFORMANCE SHARES

Rights attaching to the Performance Shares

- (a) **(Performance Shares)** Each Performance Share is a share in the capital of Intiger Group Limited (ACN 098 238 585) (**Company**).
- (b) **(No voting rights)** A Performance Share does not entitle the holder to vote on any resolutions proposed by the Company except as otherwise required by law.
- (c) **(No dividend rights)** A Performance Share does not entitle the holder to any dividends.
- (d) **(No rights to return of capital)** A Performance Share does not entitle the holder to a return of capital, whether in a winding up, upon a reduction of capital or otherwise.
- (e) **(Rights on winding up)** A Performance Share does not entitle the holder to participate in the surplus profits or assets of the Company upon winding up.
- (f) **(Not transferable)** A Performance Share is not transferable.
- (g) **(Reorganisation of capital)** If at any time the issued capital of the Company is reconstructed, all rights of a holder will be changed to the extent necessary to comply with the applicable ASX Listing Rules at the time of reorganisation.
- (h) **(Application to ASX)** The Performance Shares will not be quoted on ASX. However, if the Company is listed on ASX at the time of conversion of the Performance Shares into fully paid ordinary shares (**Shares**), the Company must within 10 Business Days apply for the official quotation on the ASX of the Shares arising from the conversion.
- (i) **(Participation in entitlements and bonus issues)** A Performance Share does not entitle a holder (in their capacity as a holder of a Performance Share) to participate in new issues of capital offered to holders of Shares such as bonus issues and entitlement issues.
- (j) **(No other rights)** A Performance Share gives the holders no rights other than those expressly provided by these terms and those provided at law where such rights at law cannot be excluded by these terms.

Conversion of the Performance Shares

- (a) **(Conversion on achievement of milestone)** Subject to paragraph (c), a Performance Share in the relevant class will, upon achievement of the relevant milestone, convert into:
 - (i) Class A: one Class C Performance Share and one Share.
 - (ii) Class B: one Class D Performance Share and one Share.

- (iii) Class C: one Share.
 - (iv) Class D: one Share.
- (b) **(Milestones)** Subject to paragraph (c), a Performance Share in the relevant class will convert upon achievement of:
- (i) Class A: the aggregate audited consolidated net profit after tax of the Intiger Group being not less than A\$1,000,000 between the date of issue of the Performance Shares and 30 June 2019 **(Milestone)**.
 - (ii) Class B: the aggregate audited consolidated net profit after tax of the Intiger Group being not less than A\$4,000,000 between the date of issue of the Performance Shares and 30 June 2019. **(Milestone)**.
 - (iii) Class C: the aggregate audited consolidated net profit after tax of the Intiger Group being not less than A\$11,000,000 between the date of issue of the Performance Shares and 30 June 2019 **(Milestone)**.
 - (iv) Class D: the aggregate audited consolidated net profit after tax of the Intiger Group being not less than A\$40,000,000 between the date of issue of the Performance Shares and 30 June 2019 **(Milestone)**.
- (c) **(Conversion on change of control)** Subject to paragraph (c) and notwithstanding the relevant Milestone has not been satisfied, upon the occurrence of either:
- (i) a takeover bid under Chapter 6 of the Corporations Act 2001 (Cth) having been made in respect of the Company of not less than 8.5 cents per Share with the Bidder having received acceptances for more than 50% of the Company's shares on issue and having declared the bid unconditional; or
 - (ii) a Court granting orders approving a compromise or arrangement for the purposes of or in connection with a scheme of arrangement for the reconstruction of the Company or its amalgamation with any other company or companies,
- that number of Performance Shares that is equal to 10% of the Shares on issue immediately following conversion under this paragraph will convert into an equivalent number of Shares. The conversion will be completed on a pro rata basis across each class of Performance Shares then on issue as well as on a pro rata basis for each Holder. Performance Shares that are not converted into Shares under this paragraph will continue to be held by the Holders on the same terms and conditions.
- (d) **(Deferral of conversion if resulting in a prohibited acquisition of Shares)** If the conversion of a Performance Share under paragraph (a) or (b) would result in any person being in contravention of section 606(1) of the Corporations Act 2001 (Cth) **(General Prohibition)** then the conversion of that Performance Share shall be deferred until such later time or times that the conversion would not result in a contravention of the General Prohibition. In assessing whether a conversion of a Performance Share would result in a contravention of the General Prohibition:

- (i) Holders may give written notification to the Company if they consider that the conversion of a Performance Share may result in the contravention of the General Prohibition. The absence of such written notification from the Holder will entitle the Company to assume the conversion of a Performance Share will not result in any person being in contravention of the General Prohibition.
 - (ii) The Company may (but is not obliged to) by written notice to a Holder request a Holder to provide the written notice referred to in paragraph (c)(i) within seven days if the Company considers that the conversion of a Performance Share may result in a contravention of the General Prohibition. The absence of such written notification from the Holder will entitle the Company to assume the conversion of a Performance Share will not result in any person being in contravention of the General Prohibition.
- (e) **(Redemption if Milestone not achieved)** If the relevant Milestone is not achieved by the required date, then each Performance Share in that class will be automatically redeemed by the Company for the sum of \$0.00001 within 10 Business Days of non satisfaction of the Milestone.
- (f) **(Conversion procedure)** The Company will issue the Holder with a new holding statement for any Share issued upon conversion of a Performance Share within 10 Business Days following the conversion.
- (g) **(Ranking upon conversion)** The Share into which a Performance Share may convert will rank pari passu in all respects with existing Shares.

SCHEDULE 4

NOMINATION UNDER SECTION 328B OF THE *CORPORATIONS ACT 2001* (CTH)

11 October 2018

Intiger Group Limited
283 Rokeby Road
Subiaco WA 6008

NOMINATION OF AUDITOR

Pinewood Asset Pty Ltd <The Fraser Family A/C> being a member of Intiger Group Limited (**Company**), nominate Bentleys Audit & Corporate (WA) Pty Ltd (ACN 145 447 105) in accordance with section 328B(1) of the *Corporations Act 2001* (Cth) (**Act**) to fill the office of auditor of the Company.

Please distribute copies of this notice of this nomination as required by section 328B(3) of the Act.

Yours sincerely

A handwritten signature in black ink, appearing to read 'B Fraser'.

BRETT FRANCIS FRASER
Director
Pinewood Asset Pty Ltd ATF The Fraser Family A/C
PO Box 257
Tuart Hill WA 6060

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Holder Number:

Vote by Proxy: IAM

Your proxy voting instruction must be received by **9.30am (WST) on Sunday, 25 November 2018**, 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 Key Management Personnel.

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 of shares 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 must 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.



