



Dubber Corporation Limited
ACN 089 145 424

NOTICE OF GENERAL MEETING AND EXPLANATORY STATEMENT

**A general meeting of the Company will be held
at Punthill Little Burke St, 'Lonsdale Room',
11-17 Cohen Place Melbourne VIC 3000
on 26 March 2019 at 11.00am (AEDT).**

*This Notice of 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 prior to voting.*

***Should you wish to discuss any matter
please do not hesitate to contact the Company Secretary by telephone on (08) 9388 8290.***

DUBBER CORPORATION LIMITED
ACN 089 145 424

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Shareholders of Dubber Corporation Limited (**Company**) will be held at Punthill Little Burke St, 'Lonsdale Room', 11-17 Cohen Place Melbourne VIC 3000 on 26 March 2019 at 11.00am (AEDT) (**Meeting**).

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

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 24 March 2019 at 7.00pm (AEDT).

Terms and abbreviations used in this Notice and Explanatory Statement are defined in Section 5.

AGENDA

1. Resolution 1 – Ratification of prior issue of shares Listing Rule 7.4 (Placement made under LR7.1)

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

"That, for the purposes of Listing Rule 7.4 and for all other purposes, shareholders ratify and approve the issue by the Company of 11,841,895 fully paid ordinary shares on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the issue or an associate of such person.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as a proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

2. Resolution 2 – Issue of shares to Mr Stephen McGovern (Placement)

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 10.11, and for all other purposes, Shareholders approve the subscription by Mr Stephen McGovern (and/or his nominees) of, and authorise the Company to issue to him and/or his nominee, 1,052,632 fully paid ordinary shares on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion

The Company will disregard any votes cast in favour of this resolution by or on behalf of Mr McGovern and his nominees or any of their associates.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or*
- (b) it is cast by the Chairman 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.*

3. Resolution 3 – Issue of shares to Mr Peter Pawlowitsch (Placement)

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 10.11, and for all other purposes, Shareholders approve the subscription by Mr Peter Pawlowitsch (and/or his nominee) of, and authorise the Company to issue to him and/or his nominees, 263,157 fully paid ordinary shares on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion

The Company will disregard any votes cast in favour of this resolution by or on behalf of Mr Pawlowitsch and his nominees or any of their associates.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or*
- (b) it is cast by the Chairman 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.*

Dated 20 February 2019

BY ORDER OF THE BOARD



Mr Ian Hobson
Company Secretary

DUBBER CORPORATION LIMITED
ACN 089 145 424

EXPLANATORY STATEMENT

1. Introduction

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Punthill Little Burke St, 'Lonsdale Room', 11-17 Cohen Place Melbourne VIC 3000 on 26 March 2019 at 11.00am (AEDT).

This Explanatory Statement should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Statement is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

A Proxy Form is located at the end of the Explanatory Statement.

2. Action to be taken by Shareholders and Proxies

Shareholders should read the Notice and this Explanatory Statement carefully before deciding how to vote on the Resolutions.

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company 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.

3. Resolution 1 – Ratification of prior issue of shares Listing Rule 7.4 (Placement)

3.1 Background

On 3 December 2018, the Company issued 11,841,895 Shares under a placement to professional and sophisticated investors, as announced to ASX on 28 November 2018 (**Placement**).

The Company issued the Shares within the 15% annual limit set out in Listing Rule 7.1 (described below). By issuing those Shares under the Placement, the Company's capacity to issue further Equity Securities without Shareholder approval within those limits was accordingly reduced.

Resolution 1 seeks Shareholder approval for the prior issue of the 11,841,895 Shares to the places noted above. They are proposed as ordinary resolutions and will be passed if more than 50% of the votes cast by Shareholders entitled to vote are in favour of the Resolution. Shareholders' attention is drawn to the voting exclusion statement in relation to Resolution 1 in the Notice.

3.2 Listing Rules 7.1 and 7.4

Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue or agree to issue more equity securities in any 12 month period other than the amount which is equal to 15% of its fully paid ordinary securities on issue at the start of that 12 month period (**15% share issue capacity**).

Listing Rule 7.4 provides that an issue of securities made without approval under Listing Rule 7.1 or 7.1A will be treated as having been made with shareholder approval for the purposes of those Listing Rules if shareholders subsequently ratify it and the issue did not breach Listing Rule 7.1.

The Company is seeking shareholder approval to ratify the issue on 3 December 2018 of 11,841,895 Shares issued under the Company's Listing Rule 7.1 capacity.

The Shares were issued at \$0.38 per Share and rank equally with all Shares currently on issue.

The new funds were raised to further expand the Company's operations and general corporate and working capital purposes.

Without Shareholder approval pursuant to Listing Rule 7.4, the issues will be counted towards the Company's 15% share issue capacity and will therefore reduce the Company's capacity to issue securities in the future without obtaining Shareholder approval.

Accordingly, the resolution seeks Shareholder approval to allow the Company to substantially refresh its 15% share issue capacity.

The Directors unanimously recommend that shareholders vote in favour of Resolution 1.

4. Resolutions 2 and 3 – Issue of shares to Mr Stephen McGovern and Peter Pawlowitsch (Placement)

4.1 Background

As announced to ASX on 28 November 2018, the Directors, agreed to subscribe for 1,315,789 Shares under the Placement at \$0.38 per share for a total of \$500,000, subject to the Company obtaining Shareholder approval for the issue of those Shares. Further details of the Placement are set out in Section 4.

Mr Peter Pawlowitsch (a director of the Company) wishes to subscribe for \$100,000 of Shares (263,157 Shares) and Mr McGovern wishes to subscribe for \$400,000 (1,052,632 Shares) both being subject to obtaining Shareholder approval for the subscriptions (**Director Capital Raising Shares**).

Listing Rule 10.11 provides that a company must not (subject to specified exceptions) issue or agree to issue equity securities to a related party without the approval of shareholders.

Resolutions 2 and 3 seek Shareholder approval pursuant to Listing Rule 10.11 for the issue of the Director Capital Raising Shares to Mr McGovern and Mr Pawlowitsch (and/or their nominees). If approval is given under Listing Rule 10.11, Shareholder approval is not required under Listing Rule 7.1.

Furthermore, Shareholder approval of the issue of the Director Capital Raising Shares means that these issues will not reduce the Company's 15% placement capacity under Listing Rule 7.1.

Resolutions 2 and 3 are ordinary resolutions.

4.2 Specific information required by Listing Rule 10.13

The following information is provided for the purposes of Listing Rule 10.13:

- (a) Mr McGovern and Mr Pawlowitsch are related parties of the Company by virtue of being Directors.
- (b) The maximum number of Shares to be issued to Mr McGovern (and/or his nominee) is 1,052,632 Shares.
- (c) The maximum number of Shares to be issued to Mr Pawlowitsch (and/or his nominee) is 263,157 Shares.
- (d) The issue of the Director Capital Raising Shares will occur no later than one month after the date of the Meeting.
- (e) The Director Capital Raising Shares will be issued at an issue price of \$0.38 per Share, being the issue price under the Placement. They will comprise fully paid ordinary shares of the Company ranking equally with all other fully paid ordinary shares of the Company.
- (f) A voting exclusion statement is included in the Notice.
- (g) The funds raised from the issue of the Director Capital Raising Shares will be aggregated with and used for the same purpose as the funds raised from the Placement. See Section 3 for further details.

5. Definitions

In this Notice, Explanatory Statement and Proxy Form:

\$ means Australian Dollars.

AEDT means Australian Eastern Daylight-Savings Time, being the time in Melbourne, Victoria.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX.

Board means the board of Directors.

Company means Dubber Corporation Limited ACN 089 145 424.

Constitution means the current constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Director Capital Raising Shares has the meaning given in Section 4.

Equity Securities has the same meaning as in the Listing Rules.

Explanatory Statement means the Explanatory Statement attached to the Notice.

Listing Rules means the listing rules of ASX.

Meeting has the meaning in the introductory paragraph of the Notice.

Notice means this notice of meeting.

Placement has the meaning in Section 3.1.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution contained in this Notice.

Section means a section contained in this Explanatory Statement.

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

Shareholder means a shareholder of the Company.

In this Notice, words importing the singular include the plural and vice versa.





Dubber Corporation Limited | ACN 089 145 424

GM Registration Card

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

[ReplaceNoImages]

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

[HolderNumber]

Holder Number:
[HolderNumber]

Vote by Proxy: DUB

Your proxy voting instruction must be received by **11.00am (AEDT) on Sunday 24th March 2019**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

Log in & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

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

YOUR NAME AND ADDRESS

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

VOTING UNDER STEP 1 - APPOINTING A PROXY

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

DEFAULT TO THE CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

ATTENDING THE MEETING

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

POWER OF ATTORNEY

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



