

ASX Announcement

22 May 2017

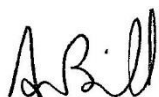
NOTICE OF EXTRAORDINARY GENERAL MEETING & PROXY FORM

ShareRoot Limited advises that the following documents will be dispatched to Company shareholders today, being Monday 22 May 2017:

- Notice of Extraordinary General Meeting
- Proxy Form

**The Notice of Extraordinary General Meeting and a sample Proxy Form are attached on the following pages.*

For further information, please contact Andrew Bursill on +612 9299 9690.



Andrew Bursill
Company Secretary
ShareRoot Limited



SHAREROOT LIMITED

ABN 71 063 144 865

NOTICE OF GENERAL MEETING

Date & Time:

Thursday, 22 June 2017 at 10.00am (AEST)

Venue:

Suite 2, Level 10, 70 Phillip Street, Sydney NSW 2000, Australia

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary, using the contact details on page 23.

22 May 2017

Dear Shareholder,

General Meeting

On behalf of the Board, I am pleased to invite you to attend the General Meeting of ShareRoot Limited. This meeting will be held on Thursday, 22 June 2017 at:

Franks & Associates
Suite 2, Level 10
70 Phillip Street
Sydney NSW 2000
Australia

Enclosed are the following documents:

- Notice of Meeting and Explanatory Statement; and
- Proxy Form for the General Meeting.

If you are unable to attend the Meeting, I encourage you to appoint a proxy, by following the instructions on page 3 of the Notice of Meeting. You may also provide questions or comments in advance of the Meeting, by contacting the Company Secretary, using the details set out on page 23 of the Notice.

We look forward to seeing you at the General Meeting.

Yours faithfully,



Noah Abelson
Executive Chairman

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YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

To vote in person, attend the General Meeting on the date and at the place set out on page 5.

APPOINTING A PROXY

A Shareholder who is entitled to attend and vote at the Meeting may appoint a proxy to attend and vote at the Meeting on their behalf. A proxy does not need to be a Shareholder of ShareRoot.

If a Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the percentage or number of votes each proxy can exercise. If the proxy form does not specify the percentage or number of the Shareholder's votes that each proxy may exercise, each proxy may exercise half of the Shareholder's votes on a poll. Fractions will be disregarded.

To appoint a proxy online, go to www.linkmarketservices.com.au and click the 'Investor & Employee Login' button. You will need your HIN (holder identification number) or SRN (Shareholder Reference Number) to log in.

Alternatively, you can appoint a proxy by completing and signing the enclosed proxy form and sending the form by:

- (a) Post to Link Market Services Locked Bag A14, Sydney South NSW 1235; or
- (b) Fax to Link Market Services at (+61 2) 9287 0309.

The deadline for receipt of proxy appointments is 10.00am (AEST) on Tuesday 20 June 2017.

Proxy appointments received later than this time will be invalid.

POWER OF ATTORNEY

If the proxy form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already been provided to the Share Registry.

CORPORATE REPRESENTATIVES

If a representative of a corporate Shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

An appointment of corporate representative form may be obtained from Link Market Services

By calling (+61) 1300 554 474; or

Online at: <http://www.linkmarketservices.com.au/corporate/InvestorServices/Forms.html>.

NOTICE OF GENERAL MEETING

Notice is given that the Extraordinary General Meeting (**EGM**) of Shareholders of ShareRoot Limited will be held at Franks & Associates, Suite 2, Level 10, 70 Phillip Street, Sydney, NSW, 2000, Australia at 10.00am (AEST) on Thursday 22 June 2017. Registration will open at 9.30am (AEST).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the EGM. Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

The Directors have determined under Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company at 7.00pm (AEST) on Tuesday 20 June 2017.

AGENDA

1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF SHARES TO SOPHISTICATED AND PROFESSIONAL INVESTORS UNDER ASX LISTING RULE 7.1

“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify and approve the issue of 24,539,497 Ordinary Shares for the purposes and on the terms and conditions set out in the Explanatory Statement accompanying the Notice.”

2. RESOLUTION 2 – RATIFICATION OF PRIOR ISSUE OF SHARES TO SOPHISTICATED AND PROFESSIONAL INVESTORS UNDER ASX LISTING RULE 7.1A

“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify and approve the issue of 37,277,170 Ordinary Shares for the purposes and on the terms and conditions set out in the Explanatory Statement accompanying the Notice.”

3. RESOLUTION 3 – RATIFICATION OF PRIOR ISSUE OF LISTED OPTIONS TO BROKERS UNDER ASX LISTING RULE 7.1

“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify and approve the issue of 14,272,500 Listed Options for the purposes and on the terms and conditions set out in the Explanatory Statement accompanying the Notice.”

4. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF UNLISTED OPTIONS TO EMPLOYEES AND ADVISERS UNDER ASX LISTING RULE 7.1

“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify and approve the issue of 11,954,700 Unlisted Options for the purposes and on the terms and conditions set out in the Explanatory Statement accompanying the Notice.”

5. RESOLUTION 5 – APPROVAL OF ISSUE OF SHARES TO FRANKS & ASSOCIATES PTY LIMITED

“That, for the purposes of Listing Rule 10.11 of the ASX Listing Rules, Chapter 2E of the Corporations Act and for all other purposes, approval is given for the Company to issue and allot 7,837,056 Shares to Franks & Associates Pty Limited or their nominee, for the purposes and upon the terms and conditions set out in the Explanatory Memorandum accompanying the Notice.”

6. RESOLUTION 6 – APPROVAL OF GRANT OF OPTIONS TO MR LEE RODNE

“That for the purposes of Chapter 2E of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to grant 9,000,000 options to Mr Lee Rodne or his nominee, with the terms and conditions as set out in the Explanatory Memorandum accompanying the Notice.”

7. RESOLUTION 7 – APPROVAL TO ISSUE SECURITIES TO SOPHISTICATED AND PROFESSIONAL INVESTORS

“That, for the purposes of Listing Rule 7.1 of the ASX Listing Rules and for all other purposes, the Shareholders approve the issue of 116,666,667 ordinary shares in the Company at an issue price of

\$0.006 per share (with a free attaching option for every two shares issued) to certain Sophisticated and Professional Investors, for the purposes and on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice."

8. RESOLUTION 8 – APPROVAL FOR PARTICIPATION IN THE PLACEMENT BY NON-EXECUTIVE DIRECTOR, LEE RODNE

"That subject to the approval of Resolution 7, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval be given for the issue of 9,166,667 Shares in the Company at an issue price of \$0.006 per Share to Mr Lee Rodne (and/or his nominee(s)), under the Placement, *and* otherwise on the terms set out in the Explanatory Statement which accompanies and forms part of the Notice of Meeting."

9. RESOLUTION 9 – APPROVAL FOR PARTICIPATION IN THE PLACEMENT BY EXECUTIVE DIRECTOR, NOAH ABELSON

"That, subject to the approval of Resolution 7, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval be given for the issue of 9,166,667 Shares in the Company at an issue price of \$0.006 per Share to Mr Noah Abelson (and/or his nominee(s)), under the Placement, *and* otherwise on the terms set out in the Explanatory Statement which accompanies and forms part of the Notice of Meeting."

10. RESOLUTION 10 – APPROVAL FOR PARTICIPATION IN THE PLACEMENT BY EXECUTIVE DIRECTOR, MARC ANGELONE

"That, subject to the approval of Resolution 7, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval be given for the issue of 9,166,667 Shares in the Company *at an* issue price of \$0.006 per Share to Mr Marc Angelone (and/or his nominee(s)), under the Placement, *and* otherwise on the terms set out in the Explanatory Statement which accompanies and forms part of the Notice of Meeting."

11. RESOLUTION 11 – APPROVAL OF ISSUE OF OPTIONS TO BROKERS

"That, subject to the approval of Resolution 7, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval be given for the issue of 22,000,000 options in the Company to Sanlam Private Wealth Pty Ltd (or their nominee), on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of the Notice of Meeting."

Dated: 22 May 2017

By Order of the Board



Andrew Bursill
Director and Company Secretary
SHAREROOT LIMITED

Voting Exclusion Statement

The Company will disregard votes cast on Resolutions 1, 2, 3, 4, 5, 6, 7, 8, 9, 10 and 11 by the persons detailed in the table below.

Resolution	Voting Exclusions
Resolution 1 – Ratification of Prior Issue of Shares to Sophisticated and Professional Investors under ASX Listing Rule 7.1	A vote must not be cast by: - The persons listed in Section 1, Resolution 1, part (d) of the Explanatory Statement who participated in the issue; and - Any associates of those persons. However, the Company need not disregard a vote cast as proxy for a person who is entitled to vote on Resolution 1 if: - The vote is cast in accordance with the directions on the proxy form, specifying how the proxy is to vote on the Resolution; or - The vote is cast by the Chairman of the Meeting, in accordance with a direction on the proxy form, to vote as the proxy decides.
Resolution 2 – Ratification of Prior Issue of Shares to Sophisticated and Professional Investors under ASX Listing Rule 7.1A	A vote must not be cast by: - The persons listed in Section 1, Resolution 2, part (d) of the Explanatory Statement who participated in the issue; and - Any associates of those persons. However, the Company need not disregard a vote cast as proxy for a person who is entitled to vote on Resolution 2 if: - The vote is cast in accordance with the directions on the proxy form, specifying how the proxy is to vote on the Resolution; or The vote is cast by the Chairman of the Meeting, in accordance with a direction on the proxy form, to vote as the proxy decides.
Resolution 3 – Ratification of Prior Issue of Listed Options to Brokers under ASX Listing Rule 7.1	A vote must not be cast by: - The persons listed in Section 2, Resolution 3, part (d) of the Explanatory Statement who participated in the issue; and - Any associates of those persons. However, the Company need not disregard a vote cast as proxy for a person who is entitled to vote on Resolution 3 if: - The vote is cast in accordance with the directions on the proxy form, specifying how the proxy is to vote on the Resolution; or The vote is cast by the Chairman of the Meeting, in accordance with a direction on the proxy form, to vote as the proxy decides.
Resolution 4 – Ratification of Prior Issue of Unlisted Options to Employees and Advisers under ASX Listing Rule 7.1	A vote must not be cast by: - The persons listed in Section 3, Resolution 4, part (d) of the Explanatory Statement who participated in the issue; and - Any associates of those persons. However, the Company need not disregard a vote cast as proxy for a person who is entitled to vote on Resolution 4 if: - The vote is cast in accordance with the directions on the proxy form, specifying how the proxy is to vote on the Resolution; or The vote is cast by the Chairman of the Meeting, in accordance with a direction on the proxy form, to vote as the proxy decides.

Resolution 5 – Approval of Issue of Shares to Franks & Associates Pty Limited	A vote must not be cast by: - Franks & Associates Pty Limited, who will be receiving the shares; and - Any associates of Franks & Associates Pty Limited. However, the Company need not disregard a vote cast as proxy for a person who is entitled to vote on Resolution 5 if: - The vote is cast in accordance with the directions on the proxy form, specifying how the proxy is to vote on the Resolution; or - The vote is cast by the Chairman of the Meeting, in accordance with a direction on the proxy form, to vote as the proxy decides.
Resolution 6 – Approval of Issue of Unlisted Options to Lee Rodne	A vote must not be cast by: - Lee Rodne, who will be receiving the options; and - Any associates of Lee Rodne. However, the Company need not disregard a vote cast as proxy for a person who is entitled to vote on Resolution 6 if: - The vote is cast in accordance with the directions on the proxy form, specifying how the proxy is to vote on the Resolution; or The vote is cast by the Chairman of the Meeting, in accordance with a direction on the proxy form, to vote as the proxy decides.
Resolution 7 – Approval of Issue of Securities to Sophisticated and Professional Investors	A vote must not be cast by: - Any person who may participate in the proposed issue; and - Any associates of such person. However, the Company need not disregard a vote cast as proxy for a person who is entitled to vote on Resolution 7 if: - The vote is cast in accordance with the directions on the proxy form, specifying how the proxy is to vote on the Resolution; or The vote is cast by the Chairman of the Meeting, in accordance with a direction on the proxy form, to vote as the proxy decides.
Resolution 8 – Approval for participation in the Placement by Non-Executive Director, Lee Rodne	A vote must not be cast by: - Lee Rodne, who will be participating in the issue; and - Any associates of Lee Rodne. However, the Company need not disregard a vote cast as proxy for a person who is entitled to vote on Resolution 8 if: - The vote is cast in accordance with the directions on the proxy form, specifying how the proxy is to vote on the Resolution; or The vote is cast by the Chairman of the Meeting, in accordance with a direction on the proxy form, to vote as the proxy decides.
Resolution 9 – Approval for participation in the Placement by Executive Director, Noah Abelson	A vote must not be cast by: - Noah Abelson, who will be participating in the issue; and - Any associates of Noah Abelson. However, the Company need not disregard a vote cast as proxy for a person who is entitled to vote on Resolution 9 if: - The vote is cast in accordance with the directions on the proxy form, specifying how the proxy is to vote on the Resolution; or The vote is cast by the Chairman of the Meeting, in accordance with a direction on

	the proxy form, to vote as the proxy decides.
Resolution 10 – Approval for participation in the Placement by Executive Director, Marc Angelone	A vote must not be cast by: - Marc Angelone, who will be participating in the issue; and - Any associates of Marc Angelone. However, the Company need not disregard a vote cast as proxy for a person who is entitled to vote on Resolution 10 if: - The vote is cast in accordance with the directions on the proxy form, specifying how the proxy is to vote on the Resolution; or The vote is cast by the Chairman of the Meeting, in accordance with a direction on the proxy form, to vote as the proxy decides.
Resolution 11 – Approval for issue of options to Brokers	A vote must not be cast by: - Sanlam Private Wealth Pty Ltd, who will be receiving the options; and - Any associates of Sanlam Private Wealth Pty Ltd. However, the Company need not disregard a vote cast as proxy for a person who is entitled to vote on Resolution 11 if: - The vote is cast in accordance with the directions on the proxy form, specifying how the proxy is to vote on the Resolution; or The vote is cast by the Chairman of the Meeting, in accordance with a direction on the proxy form, to vote as the proxy decides.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Extraordinary General Meeting to be held on Thursday, 22 June 2017 at 10.00am (AEST).

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. RESOLUTION 1 AND RESOLUTION 2 - RATIFICATION OF PRIOR ISSUE OF SHARES TO SOPHISTICATED AND PROFESSIONAL INVESTORS

Background

On 5 December 2016 the Company announced that it had completed a placement to sophisticated and professional investors (the “**December Placement**”), raising \$741,800 before costs. Shareholder approval is now being sought to ratify the issue of the 61,816,667 shares that were issued on 13 December 2016, of which 24,539,497 were issued under ASX Listing Rule 7.1 (**Resolution 1 Shares**) and 37,277,170 shares were issued under ASX Listing Rule 7.1A (**Resolution 2 Shares**).

ASX Listing Rule 7.1

ASX Listing Rule 7.1 restricts listed companies in relation to the number of equity securities that they can issue or agree to issue without shareholder approval. Generally, a listed company cannot, in any 12 month period, issue a number of equity securities which is more than 15% of their fully paid ordinary shares on issue without shareholder approval (**15% limit**), unless an exception applies. The Company has not exceeded this 15% limit.

ASX Listing Rule 7.1A

ASX Listing Rule 7.1A enables eligible entities to issue equity securities up to 10% of their issued capital through placements over a 12 month period after an annual general meeting. This 10% placement capacity is in addition to the Company’s 15% placement capacity under ASX Listing Rule 7.1.

An eligible entity for the purposes of ASX 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. The Company is an eligible entity.

ASX Listing Rule 7.4

ASX Listing Rule 7.4 provides that where holders of ordinary securities approve a previous issue of securities made without approval under ASX Listing Rule 7.1, and provided that the previous issue of securities did not breach ASX Listing Rule 7.1, those securities shall be deemed to have been issued with Shareholder approval for the purpose of ASX Listing Rule 7.1.

Shareholder approval is now sought for the issues of Resolution 1 Shares and Resolution 2 Shares as set out below, pursuant to ASX Listing Rule 7.4, to partially reinstate the Company’s capacity to issue up to 15% of its ordinary issued capital under ASX Listing Rule 7.1 and an additional 10% of its ordinary issued capital under ASX Listing Rule 7.1A, if required, over a 12 month period without seeking further Shareholder approval.

Resolution 1

ASX Listing Rule 7.5 requires the following information to be provided to shareholders in relation to the Resolution 1 shares:

- (a) The number of securities issued was 24,539,497 ordinary shares;
- (b) The ordinary shares were issued at \$0.012 per share;

- (c) The shares are fully paid ordinary shares and will rank equally in all respects with the company's existing ordinary shares on issue;
- (d) The ordinary shares were issued to the following sophisticated and professional investors:

Issue Date	Name	No. of Resolution 1 Placement Shares
13/12/2016	Clients of Sanlam Private Wealth Pty Ltd	24,539,497
	TOTAL	24,539,497

- (e) The funds have been used for sales and marketing activities and next generation product development/platform expansion ; and
- (f) A voting exclusion applies to this item of business, as set out in the Notice.

Directors' Recommendation in relation to Resolution 1

The Directors unanimously recommend that shareholders vote in favour of ratifying the above issue of equity securities. This will enable the Company to retain the flexibility to issue further equity securities representing up to 15% of the Company's share capital under ASX Listing Rule 7.1 during a 12 month period without seeking further Shareholder approval.

Resolution 2

ASX Listing Rule 7.5 requires the following information to be provided to shareholders in relation to the Resolution 2 shares:

- (a) The number of securities issued was 37,277,170 ordinary shares;
- (b) The ordinary shares were issued at \$0.012 per share;
- (c) The shares are fully paid ordinary shares and will rank equally in all respects with the Company's existing ordinary shares on issue;
- (d) The ordinary shares were issued to the following sophisticated and professional investors:

Issue Date	Name	No. of Resolution 2 Placement Shares
13/12/2016	Clients of Sanlam Private Wealth Pty Ltd	37,277,170
	TOTAL	37,277,170

- (e) The funds have been used for sales and marketing activities and next generation product development/platform expansion; and
- (f) A voting exclusion applies to this item of business, as set out in the Notice.

Directors' Recommendation in relation to Resolution 2

The Directors unanimously recommend that Shareholders vote in favour of ratifying the above issue of equity securities. This will enable the Company to retain the flexibility to issue further equity securities representing up to 10% of the Company's share capital under ASX Listing Rule 7.1A during a 12 month period without seeking further Shareholder approval.

2. RESOLUTION 3 - RATIFICATION OF PRIOR ISSUE OF LISTED OPTIONS TO BROKERS UNDER ASX LISTING RULE 7.1

Background

As part of the December Placement the Company issued listed options (**Listed Options**) to the Brokers as consideration for services in the completion of the December Placement. Shareholder approval is being sought to ratify the issue of the 14,272,500 Listed Options that were issued on 13 December 2016, which were issued under ASX Listing Rule 7.1

ASX Listing Rule 7.1

ASX Listing Rule 7.1 restricts listed companies in relation to the number of equity securities that they can issue or agree to issue without shareholder approval. Generally, a listed company cannot, in any 12 month period, issue a number of equity securities which is more than 15% of their fully paid ordinary shares on issue without shareholder approval (**15% limit**), unless an exception applies. The Company has not exceeded this 15% limit.

ASX Listing Rule 7.4

ASX Listing Rule 7.4 provides that where holders of ordinary securities approve a previous issue of securities made without approval under ASX Listing Rule 7.1, and provided that the previous issue of securities did not breach ASX Listing Rule 7.1, those securities shall be deemed to have been issued with Shareholder approval for the purposes of ASX Listing Rule 7.1.

Shareholder approval is now sought for the issues of securities set out below, pursuant to ASX Listing Rule 7.4, to partially reinstate the Company's capacity to issue up to 15% of its ordinary issued capital under ASX Listing Rule 7.1 over a 12 month period without seeking further shareholder approval.

Resolution 3

ASX Listing Rule 7.5 requires the following information to be provided to shareholders in relation to the Listed Options:

- (a) The number of securities issued was 14,272,500 Listed Options;
- (b) The Listed Options were issued for nil consideration;
- (c) The Listed Options have an expiry date of 31 December 2017 and an exercise price of \$0.05 per option;
- (d) The Listed Options were issued to the following parties:

Issue Date	Name	No. of Resolution 3 Listed Options
13/12/2016	Advisors associated with Sanlam Private Wealth Pty Ltd	14,272,500
	TOTAL	14,272,500

- (e) No funds were raised from the issue of the Listed Options. The Listed Options were issued as payment to brokers for services rendered in facilitating the December Placement;
- (f) A voting exclusion applies to this item of business, as set out in the Notice; and
- (g) Other material terms and conditions of the Listed Options are set out in Annexure 1.

Directors' Recommendation in relation to Resolution 3

The Directors unanimously recommend that shareholders vote in favour of ratifying the above issue of equity securities. This will enable the Company to retain the flexibility to issue further equity securities representing up to 15% of the Company's share capital under ASX Listing Rule 7.1 during a 12 month period without seeking further shareholder approval.

3. RESOLUTION 4 - RATIFICATION OF PRIOR ISSUE OF UNLISTED OPTIONS TO EMPLOYEES AND ADVISERS UNDER ASX LISTING RULE 7.1

Background

A total of 11,954,700 unlisted options were issued to certain employees and advisers as part of the 2016 Equity Incentive Plan. 11,454,700 unlisted options were issued on 5 December and a further 500,000 unlisted options were issued on 13 December 2016 (the "**E&A Options**"). All E&A Options issued have the same exercise price of \$0.012 each with an expiry of the earlier to occur of ten years from the date of grant or the termination of employment of the Optionholders with the Company. Shareholder approval is being sought to ratify the issue of the E&A Options, under ASX Listing Rule 7.1.

ASX Listing Rule 7.1

ASX Listing Rule 7.1 restricts listed companies in relation to the number of equity securities that they can issue or agree to issue without shareholder approval. Generally, a listed company cannot, in any 12 month period, issue a number of equity securities which is more than 15% of their fully paid ordinary shares on issue without shareholder approval (**15% limit**), unless an exception applies. The Company has not exceeded this 15% limit.

ASX Listing Rule 7.4

ASX Listing Rule 7.4 provides that where holders of ordinary securities approve a previous issue of securities made without approval under ASX Listing Rule 7.1, and provided that the previous issue of securities did not breach ASX Listing Rule 7.1, those securities shall be deemed to have been issued with Shareholder approval for the purpose of ASX Listing Rule 7.1.

Shareholder approval is now sought for the issues of securities set out below, pursuant to ASX Listing Rule 7.4, to partially reinstate the Company's capacity to issue up to 15% of its ordinary issued capital under ASX Listing Rule 7.1 over a 12 month period without seeking further Shareholder approval.

Resolution 4

ASX Listing Rule 7.5 requires the following information to be provided to Shareholders in relation to the Unlisted Options:

- (a) The number of securities issued was 11,954,700 E&A Options;
- (b) The E&A Options were issued for nil consideration;
- (c) The E&A Options have an expiry date of the earlier to occur of ten years from date of grant or the termination of employment of the Optionholder and an exercise price of \$0.012 per option;
- (d) The E&A Options were issued to certain employees and advisers as part of the 2016 Equity Incentive Plan in December 2016. No E&A Options were issued to any Directors of the Company, nor their associates;
- (e) No funds were raised from the issue of the E&A Options. The issue of the E&A Options represent recognition for assistance in development of the Company's business and as a future incentive;

- (f) A voting exclusion applies to this item of business, as set out in the Notice; and
- (g) Other material terms and conditions of the E&A Options are set out at Annexure 2.

Directors' Recommendation in relation to Resolution 4

The Directors unanimously recommend that Shareholders vote in favour of ratifying the above issue of equity securities. This will enable the Company to retain the flexibility to issue further equity securities representing up to 15% of the Company's share capital under ASX Listing Rule 7.1 during a 12 month period without seeking further Shareholder approval.

4. RESOLUTION 5 – APPROVAL OF ISSUE OF SHARES TO FRANKS & ASSOCIATES PTY LIMITED

It is proposed that a grant of 7,837,056 fully paid ordinary shares is made to Franks & Associates Pty Limited (the "**F&A Shares**") or their nominee. F&A provide the services to the Company in relation to Company Secretarial and other finance functions. Under this services agreement, Mr Andrew Bursill, a principal of F&A is the Company Secretary and a Director of the Company. The share being issued under Resolution 5 are in lieu of cash payment for the provision of professional services provided to the Company under the aforementioned services agreement.

Under an agreement with the Company, F&A agreed to forego cash payment for 50% of their agreed fees for the period 1 November 2016 to 30 June 2017 (the "**Non-cash Payment Fees**"). The Non-cash Payment Fees total \$4,166.50 per month or a total of \$33,332.

Through the professional services agreement, Mr Bursill has also been a Director of the Company since 12 January 2016. The Company has agreed to pay a total of \$30,000 in director fees (to be paid in shares) to F&A for the provision of services of Mr Bursill as Director for the duration of his appointment as a Director of the Company.

The F&A Shares under Resolution 5 will be issued at a price of \$0.00808 per share.

ASX Listing Rule 10.11 states that an entity must not issue or agree to issue equity securities to any of the following persons without first receiving Shareholder approval:

- (a) A related party; or
- (b) A person whose relationship with the entity or a related party is, in the ASX's opinion, such that approval should be obtained.

A 'related party' for the purposes of Chapter 2E of the Corporations Act includes:

- (a) A director of a public company; and
- (b) An entity controlled by a director of a public company.

Accordingly, each of F&A and Mr Andrew Bursill is a related party to the Company.

Shareholder approval is sought for the grant of 7,837,056 shares to F&A or its nominee. The F&A Shares are proposed to be issued to F&A in lieu of cash fees for the provision of professional services provided to the Company.

As shareholder approval is being sought under ASX Listing Rule 10.11, shareholder approval is not also required under ASX Listing Rule 7.1.

Mr Bursill has a material personal interest in the outcome of this Resolution as it is proposed that shares be granted to F&A (or their nominee), an entity associated with Mr Andrew Bursill and as such will refrain from voting on this Resolution as set out in the Notice.

For the purposes of ASX Listing Rule 10.13, the following information is provided to Shareholders:

- (a) The F&A Shares will be issued to F&A, or its nominee;
- (b) The maximum number of shares that will be issued to F&A is 7,837,056.

- (c) The Company proposes to issue the F&A Shares immediately following the meeting, but in any case no later than one month after the date of the meeting;
- (d) F&A is an entity associated with Mr Andrew Bursill who is a Director and Company Secretary of the Company;
- (e) The F&A Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing ordinary shares on issue;
- (f) A voting exclusion applies to this item of business, as set out in the Notice; and
- (g) No funds will be raised as the F&A Shares will be issued for nil cash consideration in lieu of cash payment for professional services provided by F&A.

Directors' Recommendation in relation to Resolution 5

As Resolution 5 relates to a Directors' remuneration, the Directors have refrained from making a recommendation in relation to this resolution.

Additional information in relation to Chapter 2E of the Corporations Act is contained in Section 9 below.

5. RESOLUTION 6 – APPROVAL OF ISSUE OF OPTIONS TO MR LEE RODNE

It is proposed that a grant of 9,000,000 options ("**Options**") is made to Mr Lee Rodne, a Director of the Company, or his nominee. The options will have an expiry date 5 years from their date of issue. The options will vest in three tranches of 3,000,000 each from the original date of issue at 12 months, 24 months and 36 months respectively. The exercise price of the options will be equal to the market price at the date of issue.

ASX Listing Rule 10.11 states that an entity must not issue or agree to issue equity securities to any of the following persons without first receiving shareholder approval:

- (c) A related party; or
- (d) A person whose relationship with the entity or a related party is, in the ASX's opinion, such that approval should be obtained.

A 'related party' for the purposes of the Corporations Act includes:

- (c) A director of a public company; and
- (d) An entity controlled by a director of a public company.

Accordingly, Mr Rodne is a related party to the Company.

Shareholder approval is sought for the issue of 9,000,000 options to Mr Rodne or his nominee. These Options are proposed to be issued to Mr Rodne following his recent appointment to the Company's Board of Directors on 21 April 2017 for the purpose of aligning his interests with that of the Company.

As shareholder approval is being sought under ASX Listing Rule 10.11, shareholder approval is not also required under ASX Listing Rule 7.1.

Mr Rodne has a material personal interest in the outcome of this Resolution as it is proposed that Options be granted to him (or his nominee).

For the purposes of ASX Listing Rule 10.13, the following information is provided to Shareholders:

- (a) The Options will be issued to Mr. Lee Rodne, or his nominee;
- (b) The maximum number of options that will be issued to Mr Rodne is 9,000,000.
- (c) The Company proposes to issue the Options immediately following the Meeting, but in any case no later than one month after the date of the Meeting;
- (d) Mr Lee Rodne is a Director of the Company;

- (e) The Options will be issued for nil cash consideration as part of Mr Rodne's employment agreement with the Company. Any proceeds received from the exercise of the Options will be used to provide additional working capital to the Company; and
- (f) A voting exclusion applies to this item of business, as set out in the Notice.
- (g) Other material terms and conditions of the Options are set out at Annexure 3.

Directors' Recommendation in relation to Resolution 6

As Resolution 6 relates to a Directors' remuneration, the Directors have refrained from making a recommendation in relation to this resolution.

Additional information in relation to Chapter 2E of the Corporations Act is contained in Section 9 below.

6. RESOLUTION 7 – APPROVAL OF ISSUE OF SECURITIES TO SOPHISTICATED AND PROFESSIONAL INVESTORS

ASX Listing Rule 7.1 requires the Company to obtain shareholder approval if it issues, or agrees to issue, securities in the capital of the Company in any 12 month period that when aggregated total more than 15% in number of the existing ordinary shares in the capital of the Company.

Shareholder approval is now sought in accordance with Listing Rule 7.1 for the issue of up to a maximum of 116,666,667 fully paid ordinary shares ("**Placement Shares**") to certain sophisticated and professional investors as part of a private share placement at an issue price of \$0.006 per share, in order to raise \$700,000 in capital ("**Placement**"). Further to the issue of shares it is also proposed that for every two shares subscribed for the participant with receive one attaching option ("**Placement Options**"). The Placement Options will have an exercise price of \$0.01 and an expiry date of eighteen months from date of issue.

For the purposes of ASX Listing Rule 7.3, the company advises as follows:

- (a) The Placement Shares and Options are proposed to be issued to certain sophisticated and professional investors nominated by Sanlam, who have been appointed as lead manager for the Placement;
- (b) The maximum number of Shares that will be issued is 116,666,667 and the maximum number of options that will be issued is 58,333,334;
- (c) The date by which the Company proposes to issue the Placement Shares and Options is intended to be as soon as practicable following the Meeting, and in any event no later than three months after the date of the Meeting;
- (d) The Placement Shares will be issued at \$0.006 per share;
- (e) The Placement Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing shares on issue, the Placement Options upon exercise will convert into fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing shares on issue;
- (f) A voting exclusion applies to this item of business, as set out in the Notice; and
- (g) It is anticipated that the Company will raise \$700,000 from the Placement before costs with the funds raised used to provide funding for sales and marketing activities and next generation product development/platform expansion.

Directors' Recommendation in relation to Resolution 7

The Directors unanimously recommend that Shareholders vote in favour of Resolution 7 as it will provide the Company with additional working capital and also enables the Company to retain the flexibility to issue further equity securities representing up to 15% of the Company's share capital under ASX Listing Rule 7.1 during a 12 month period without seeking further Shareholder approval. The Directors intend to vote all their Shares in favour of Resolution 7.

7. RESOLUTIONS 8, 9 AND 10 – APPROVAL FOR PARTICIPATION OF DIRECTORS IN THE PLACEMENT

Resolutions 8, 9 and 10 relate to the proposed participation of Mr Lee Rodne, Mr Noah Abelson and Mr Marc Angelone (the “**Participating Directors**”) in the proposed Placement per Resolution 7 above, subject to approval by the Shareholders, by subscribing for shares at an issue price of \$0.006 per Share and otherwise on the same terms and conditions as other investors to the Placement. For the avoidance of doubt, the Shares the subject of the Resolutions 8, 9 and 10 form part of the 116,666,667 Shares proposed to be issued under the Placement.

ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to the issue of securities to a related party of the Company. A related party includes a director of the Company. The Participating Directors are related parties of the Company. If shareholder approval is obtained under ASX Listing Rule 10.11, shareholder approval is not required under ASX Listing Rule 7.1.

If Resolutions 8, 9 and 10 are approved by Shareholders:

- (i) The Participating Directors (and/or his nominee(s)) will be entitled to subscribe for 27,500,000 Shares in the Company and 13,750,000 Options as part of the Placement; and
- (ii) the Shares and Options to be issued to the Participating Directors as part of the proposed Placement will not count towards the Company’s 15% limit.

For the purposes of ASX Listing Rule 10.13, the following information is provided to Shareholders:

- (a) The shares will be issued to Directors of the Company: Mr. Lee Rodne (or his nominee), Mr Noah Abelson (or his nominee) and Mr Marc Angelone (or his nominee);
- (b) The maximum number of shares and options that will be issued;
Mr Rodne (or his nominee) is 9,166,667 shares and 4,583,333 options
Mr Abelson (or his nominee) is 9,166,667 shares and 4,583,333 options
Mr Angelone (or his nominee) is 9,166,667 shares and 4,583,333 options
- (c) The Company proposes to issue the shares immediately following the Meeting, but in any case no later than one month after the date of the Meeting;
- (d) The shares will be issued at \$0.006 per share. The shares will be fully paid ordinary shares in the capital of the company which will rank equally with all existing issued shares.
- (e) A voting exclusion applies to this item of business, as set out in the Notice, and
- (f) The funds raised will be used to provide funding for sales and marketing activities and next generation product development/platform expansion ;

Section 208 of the Corporations Act provides that a public company must not, subject to certain exceptions, give a financial benefit to a related party without approval of the company’s members. Section 228 of the Corporations Act defines a “related party” for the purposes of Chapter 2E to include:

- a director of the public company; and
- an entity controlled by a director of the public company.

A “financial benefit” is defined in section 229 of the Corporations Act and includes issuing shares to a related party. The Participating Directors are related parties of the Company for the purposes of Chapter 2E of the Corporations Act.

Section 210 of the Corporations Act provides an exception to the requirement to obtain shareholder approval for giving a financial benefit to a related party, where the financial benefit is on terms which would be reasonable in the circumstances if the public company and the related party were dealing at arm's length.

The Participating Directors will subscribe for the Shares the subject of Resolution 7 and participate in the Placement on the same terms and conditions as those Shares placed by the Company under the Placement. Therefore, the Company considers that the proposed participation in the Placement by the Participating Directors and the Company's issue of Shares to those Directors falls within the arm's length exception set out in section 210 of the Corporations Act.

Directors' Recommendation in relation to Resolutions 8, 9 and 10

As there is only one director without a material personal interest in Resolutions 8, 9 and 10, being Mr Andrew Bursill, there are insufficient non-interested directors to form a quorum to make a recommendation in relation to the issue of the Placement Shares and Options the subject of Resolutions 8, 9 and 10, therefore the board has not made any recommendation in relation to these resolutions.

8. RESOLUTION 11 – APPROVAL OF ISSUE OF OPTIONS TO BROKERS

As part of the proposed Placement, the subject of Resolution 7, the Company proposes to issue Sanlam Private Wealth Pty Ltd ("**Sanlam**") (or their nominee), who have been appointed as lead manager for the Placement, 22,000,000 options ("**Broker Options**") upon successful completion of the proposed Placement (subject to approval by shareholders) as consideration for services in arranging for the Placement and on-going marketing and advisory services to the Company.

Sanlam has provided previous advisory and corporate support services to the Company at zero cost. The Broker Options are being issued for nil cash consideration as part of the fees payable to Sanlam for acting as lead manager and corporate advisor to the Placement. The Broker Options will have an exercise price of \$0.01 and an expiry date of 31 December 2018. The Company has also agreed to pay Sanlam a capital raising success fee equal to 6% plus GST of the gross proceeds raised under the Placement.

ASX Listing Rule 7.1 requires the Company to obtain shareholder approval if it issues, or agrees to issue, securities in the capital of the Company in any 12 month period that when aggregated total more than 15% in number of the existing ordinary shares in the capital of the Company.

For the purposes of ASX Listing Rule 7.3, the company advises as follows:

- (a) The Broker Options are proposed to be issued to Sanlam (or their nominee);
- (b) The maximum number of Broker Options that will be issued is 22,000,000;
- (c) The Broker Options will be issued on a fixed date which may be no later than three months after the date of the Meeting;
- (d) No funds will be raised from the issue of the Broker Options, which are to be issued as consideration for services; ;
- (e) The Broker Options upon exercise will convert into fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing shares on issue; and
- (f) A voting exclusion applies to this item of business, as set out in the Notice; and
- (g) The Broker Options will be granted upon the terms and conditions as set out in Annexure 4.

Directors' Recommendation in relation to Resolution 11

The Directors unanimously recommend that Shareholders vote in favour of Resolution 11 as it enables the Company to retain the flexibility to issue further equity securities representing up to 15% of the Company's share capital under ASX Listing Rule 7.1 during a 12 month period without

seeking further Shareholder approval. The Directors intend to vote all their Shares in favour of Resolution 11.

9. RESOLUTIONS 5 AND 6 – ADDITIONAL INFORMATION

Chapter 2E of the Corporations Act Disclosures

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of a public company unless the benefit falls within one of various exceptions to the general prohibition. Exceptions to this general prohibition include where the company first obtains the approval of its shareholder in general meeting, or the financial benefit being provided is on arm's length terms or better.

A "financial benefit" for the purposes of the Corporations Act includes issuing securities to a related party.

The proposed Resolutions 5 and 6, if passed will confer a financial benefit to each of Franks & Associates Pty Limited, an entity associated with Mr Bursill, and Mr Rodne. Therefore the Company seeks to obtain shareholder approval in accordance with the requirements of Chapter 2E of the Corporations Act, and for this reason, and for all other purposes, the following information is provided to Shareholders:

- (a) The related party to whom Resolution 5 would permit the financial benefit to be given to is Franks & Associates Pty Limited, an entity associated with Mr Andrew Bursill, a Director of the Company;

The related party to whom Resolution 6 would permit the financial benefit to be given to is Mr Lee Rodne, a Director of the Company;

- (b) The nature of the proposed financial benefit proposed under Resolutions 5 and 6 are outlined below;

	Number of Shares	Number of Options	Exercise Price (per option)	Expiry Date of Options
Andrew Bursill	7,837,056	-	-	-
Lee Rodne	-	9,000,000	\$0.009 – market value at date of issue	15/07/2022

- (c) The Shares and Options, the subject of Resolutions 5 and 6, will be issued for no cash consideration. Any proceeds received from the exercise of the Options will be used for working capital and other operational expenses;

- (d) Directors have the following interests and other remuneration:

Director (including associated entities)	2017 Financial Year Remuneration	Proposed 2018 Financial Year Remuneration ****
Noah Abraham*	238,854	238,854
Marc Angelone*	238,854	238,854
Andrew Bursill**	30,000	-
Lee Rodne***	4,166	119,047
Total	394,166	479,047

* Noah Abraham and Marc Angelone are paid USD\$180,000 p.a., converted into AUD at rate of \$1.33 on 3 May 2017.

** Mr Bursill is an associate of Franks & Associates Pty Limited and Aretex Pty Limited each of whom provide

professional services to the Company. For each of the 2017 and 2018 financial years, is it expected that Franks & Associates Pty Limited will be paid \$109,992 for the provision of services to the Company and Aretex Pty Limited will be paid approximately \$20,000.

*** Appointed on 21 April 2017

*** Including the accrued value of the options and shares proposed to be granted under Resolutions 5 and 6.

If the Options and Shares, the subject of Resolutions 5 and 6 are approved, the following will be the effect of their holdings in the Company:

Directors (including associated entities)	Current Share & Option Holding	Current % of Total Share & Option Capital	Share & Option Capital Upon Exercise*	% of Total Share & Option Capital Upon Exercise
Noah Abelson	49,572,741	11.33%	49,572,741	10.91%
Marc Angelone	49,118,821	11.22%	49,118,821	10.81%
Andrew Bursill	500,000	0.11%	8,337,056	1.83%
Lee Rodne	0	0.00%	9,000,000	1.98%
All Other Holders	338,525,804	77.34%	338,525,804	74.47%
Total	437,717,366	100.00%	454,554,422	100.00%

*This figure includes the Shares and Options proposed to be granted under Resolutions 5 and 6

Assuming (1) that none of the following current options on issue are exercised; and (2) that none of the following current performance shares vest:

- i. 69,711,312 Listed Options exercisable at \$0.05 each, expiring 31 December 2017;
- ii. 9,064,700 Employee Stock Options exercisable at \$0.012 each, expiring 5 December 2016;
- iii. 21,000,000 Advisor Options exercisable at \$0.05 each, expiring 31 December 2020, escrowed for 24 months from reinstatement being 14 January 2016
- iv. 120,000,000 Performance shares escrowed for 24 months from date of reinstatement, subject to performance milestones.

(f) Valuation

Shares to be issued to F&A under Resolution 5

The shares are to be issued for nil cash consideration in lieu of cash fees for professional services provided to the Company. The value of the shares will be calculated by multiplying the number of shares to be issued by the issue price on the date of issue.

The numbers of shares to be issued to F&A were calculated as follows;

- (a) 4,124,688 - being 50% of the agreed retainer fee with F&A, for the provision of company secretarial services for the period 1 November 2016 to 30 June 2017. Average VWAP for each month from November to March was calculated with the average VWAP for March used to calculate the months of April, May and June.
- (b) 3,712,368 – being Director's fees of \$30,000 owing to Mr Bursill from the time of his appointment as a Director to 30 June 2017. Calculated by using the average VWAP taken over the period of November 2016 to March 2017 as used in (a) above calculation multiplied by the fee due.

Options to be issued to Mr Lee Rodne under Resolution 6

The Options that are the subject of Resolution 6 are not proposed to be quoted on the ASX and as such have no easily identifiable market value. Each Option grants the holder a right to subscribe for one share upon exercise of each option and payment of the exercise price described above. Accordingly, the Options may have a present value at the date of their

grant.

The Options may acquire future value dependent upon the extent to which the market value of shares exceeds the exercise price of the Options during the term of the Options.

As a general proposition, options to subscribe for ordinary fully paid shares in a company have value. Various factors impact upon the value of options including things such as:

The period outstanding before the expiry date of the options;

- The exercise price of the options relative to the underlying price or value of the securities into which they may be converted;
- The proportion of the issued capital as expanded consequent upon exercise represented by the shares issued upon exercise (i.e. Whether or not the shares that might be acquired upon exercise of the options represent a controlling or other significant interest);
- The value of the shares into which the options may be converted; and
- Whether or not the options are listed (i.e. readily capable of being liquidated) and so on.

There are various formulae which can be applied to determining the theoretical value of options (including the formula known as the Black and Scholes option valuation methodology "Black-Scholes Model").

The Company has sought an independent valuation of the Options from Stanton's International Securities (**SIS**). The method used to value the Options was the Black-Scholes Model, which is the most widely used and recognised model for pricing options. The value of an option calculated by the Black-Scholes Model is a function of the relationship between a number of variables, being the price of the underlying Share at the time of issue, the exercise price, the time to expiry, the risk-free interest rate, the volatility of the Company's underlying Share price and expected dividends.

(i) The data relied upon in the valuation applying the Black-Scholes Model was:

- Exercise price of the Options, being market price on the day that shareholder approval is received for the issue of the Options;
- Market price of Shares of 0.9 cents, being the closing price of Shares on the ASX on 20 April 2017 valuation as a proxy for the market price at the future date of issue, being the date of the General Meeting to approve the issue;
- Options will vest in three tranches of 3,000,000 in 12 months, 24 months and 36 months from the date of issue;
- Expiry Date being five years from the date of issue;
- Volatility measure of 200%;
- Risk-free interest rate of a 5 year Australian Government bond of 2.08%; and
- Dividend yield of 0.00%.

Based on the valuation, the Company has adopted an indicative value for the Options of \$0.008783 each, based on the assessed fair value of the Options as calculated in that report.

The total assessed valuation of the Options that are the subject of Resolution 6 is 0.8783 cents per option of a total of \$79,047. It is noted that SIS has valued the Options to be in a range of values between 0.8201 cents and 0.8956 cents per Option, based on volatilities ranging from 150% to 250%.

- (g) Any other information that is reasonably required by Shareholders to make a decision and that is known to the Company or any of its Directors.

There is no other information known to the Company or any of the Directors save and except as follows:

(i) Opportunity Costs

The opportunity costs and benefits foregone by the Company issuing the Options to Mr Lee Rodne or his nominee, is the potential dilutionary impact on the issued share capital of the Company (in the event that the Options are exercised). Until exercised, the issue of the Options will not impact upon the number of Shares on issue in the Company. To the extent that upon their exercise the dilutionary impact caused by the issue of the Shares will be detrimental to the Company, this is more than offset by the advantages accruing from the Company securing the services of experienced and skilled Directors on appropriate incentive terms. It is also considered that the potential increase of value in the Options is dependent upon a concomitant increase in the value of the Company generally.

(ii) Trading History of the Shares

As at 19 April 2017, the closing price of Shares on ASX was \$0.008 cents. Set out below is the trading history of the closing price of Shares over the past 6 months and 12 months period:

	Market Price 6 months prior to 19 April 2017 *	Market Prices 12 months prior to 19 April 2017 **
High	2.5 cents (high within the 6 months)	4.2 cents (high within the 12 months)
Low	0.6 cents (low within the 6 months)	0.6 cents (low within the 12 months)

*From 20 March 2016 – 20 April 2017

**From 20 April 2016 – 20 April 2017

(iii) Taxation Consequences

No stamp duty will be payable in respect of the grant of the Options. No GST will be payable by the Company in respect of the grant of the Options (or if it is then it will be recoverable as an input credit).

AASB 2 “Share Based Payments” requires that these payments shall be measured at the more readily determinable fair value of the equity instrument. Under the accounting standards this amount will be expensed in the statement of financial performance. Where the grant date and the vesting date are different the total expenditure calculated will be allocated between the two dates taking into account the terms and conditions attached to the instruments and the counterparties as well as management’s assumptions about probabilities of payments and compliance with and attainment of the set out terms and conditions.

(iv) Dilutionary Effect

The dilutionary effect on the Company and its shareholders is summarised in the table on page 20.

10. ENQUIRIES

Shareholders may contact the Company Secretary if they have any queries in respect of the matters set out in these documents.

Andrew Bursill
Company Secretary
ShareRoot Limited

c/- Franks & Associates Pty Limited
GPO Box 4325
Sydney, NSW 2001

Tel: (+61 2) 9299 9690
Fax: (+61 2) 9299 9629

Email: abursill@fa.com.au

11. GLOSSARY

AEST means Australian Eastern Standard Time, Sydney, New South Wales.

ShareRoot Group means ShareRoot and its controlled entities.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ABN 98 008 624 691).

ASX Listing Rules means the Listing Rules of ASX.

Board means the Board of Directors of the Company as constituted from time to time

Company or **ShareRoot** means ShareRoot Limited (ABN 98 128 256 888).

Corporations Act means the Corporations Act 2001 (Cth).

Directors mean the Directors of the Company.

Documents mean each of the Notice, Explanatory Statement and the Proxy Form and all other documents that accompany each other when sent to each Shareholder.

E&A Options means unlisted options that were issued to employees and advisers of ShareRoot in December 2016.

Explanatory Statement means the explanatory statement accompanying the Notice.

Extraordinary General Meeting or **EGM** means the meeting convened by the notice of meeting.

Notice means the notice of meeting that accompanies and forms part of the Documents.

Option means an option, if exercised in accordance with its terms, to acquire one Share in the Company.

Optionholder means the holder of an Option on issue.

Ordinary Resolution means a resolution passed by more than 50 per cent of the votes at a general meeting of Shareholders.

Proxy Form means the proxy form that accompanies and forms part of the Documents.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Securities have the meaning given to that term in ASX Listing Rule 19.12.

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

Shareholder means a holder of a Share.

Share Registry means Link Market Services.

VWAP means the volume weighted average price of trading in Shares on the ASX market and the Chi-X market over a specified period, excluding block trades, large portfolio trades, permitted trades during the pre-trading hours period, permitted trades during the post-trading hours period, out of hours trades and exchange traded option exercises.

Interpretation

In these Documents, unless the context requires otherwise:

- (a) a reference to a word includes the singular and the plural of the word and vice versa;
- (b) a reference to a gender includes any gender;
- (c) if a word or phrase is defined, then other parts of speech and grammatical forms of that word or phrase have a corresponding meaning;
- (d) a term which refers to a natural person includes a company, a partnership, an association, a corporation, a body corporate, a joint venture or a governmental agency;
- (e) headings are included for convenience only and do not affect interpretation;
- (f) a reference to a document includes a reference to that document as amended, novated, supplemented, varied or replaced;
- (g) a reference to a thing includes a part of that thing and includes but is not limited to a right;
- (h) the terms “included”, “including” and similar expressions when introducing a list of items do not exclude a reference to other items of the same class or genus;
- (i) a reference to a statute or statutory provision includes but is not limited to:
 - (i) a statute or statutory provision which amends, extends, consolidates or replaces the statute or statutory provision;
 - (ii) a statute or statutory provision which has been amended, extended, consolidated or replaced by the statute or statutory provision; and
 - (iii) subordinate legislation made under the statute or statutory provision including but not limited to an order, regulation, or instrument;
- (j) reference to “\$”, “A\$”, “Australian Dollars” or “dollars” is a reference to the lawful tender for the time being and from time to time of the Commonwealth of Australia; and
- (k) a reference to an asset includes all property or title of any nature including but not limited to a business, a right, a revenue and a benefit, whether beneficial, legal or otherwise.

ANNEXURE 1

TERMS AND CONDITIONS OF LISTED OPTIONS

(a) Entitlement

Each Listed Option entitles the holder to subscribe for one Share upon exercise of the Listed Option.

(b) Exercise Price

The amount payable upon exercise of each Listed Option will be \$0.05 (**Exercise Price**).

(c) Expiry Date

Each Listed Option will expire on 31 December 2017 at 5.00pm (EST). A Listed Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) Exercise Period

The Listed Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) Notice of Exercise

The Listed Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Listed Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Listed Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Listed Option being exercised in cleared funds (**Exercise Date**).

(g) Timing of issue of Shares on exercise

Within 15 Business Days after the later of the following:

(i) the Exercise Date; and

(ii) when excluded information in respect to the Company (as defined in section 708A(7) of the Corporations Act) (if any) ceases to be excluded information, but in any case no later than 20 Business Days after the Exercise Date, the Company will:

A. issue the number of Shares required under these terms and conditions in respect of the number of Listed Options specified in the Notice of Exercise and for which cleared funds have been received by the Company; and

B. if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

If a notice delivered under Paragraph (g)(ii)(B) above for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) Shares issued on exercise

Shares issued on exercise of the Listed Options rank equally with the then issued shares of the Company.

(i) Quotation of Shares issued on exercise

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Listed Options.

(j) Reconstruction of capital

If at any time the issued capital of the Company is reconstructed, all rights of a Listed Option holder are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

(k) Participation in new issues

There are no participation rights or entitlements inherent in the Listed Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Listed Options without exercising the Listed Options.

(l) Change in exercise price

A Listed Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Listed Option can be exercised.

(m) Quoted

The Company will apply for quotation of the Listed Options on ASX.

(n) Transferability

The Listed Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

SHAREROOT LIMITED

 UNLISTED OPTIONS – TERMS AND CONDITIONS

ISSUE TO EMPLOYEES AND ADVISORS

1. Entitlement

Each Option (together **Options**) entitles the holder to subscribe for and be issued one fully paid ordinary share (**Share**) in the capital of ShareRoot Limited (**Company**) upon exercise of each Option. The date of issue of that Option will hereafter be referred to as the **Issue Date**.

2. Exercise Price and Expiry Date

- (a) The Exercise Price of the Options is as per the Option holding statement.
- (b) The Expiry Date of the Options is the earlier to occur of the Options expiry date as noted on the Option holding statement and 30 days after a Change in Control Event.

3. Exercise Period and Vesting Date

- (a) Subject to the Change of Control provisions below, each Option is exercisable at any time after the latter of the date of grant of the Option and the vesting date (if applicable) and before the Expiry Date.
- (b) Notwithstanding that the Expiry Date has not occurred, each Option will expire on that date which is the earlier of a Change of Control Event occurring and the date the Option holder ceases to be employed, engaged as a consultant or appointed as an executive director of the Company and thereafter no party has any claim against any other party arising under or in respect of any Option.
- (c) If a Change in Control Event occurs in respect of the Company, all Options that have been issued but have not yet vested, will immediately thereupon vest.
- (d) A **Change in Control Event** means:
 - (i) the occurrence of:
 - (A) the offeror under a takeover offer in respect of all Shares announcing that it has achieved acceptances in respect of 50.1% or more in number of the Shares; and
 - (B) that takeover bid has become unconditional (except any condition in relation to the cancellation or exercise of the Options); or
 - (ii) the announcement by the Company that:
 - (A) shareholders of the Company have at a Court convened meeting of shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all Shares are to be either:
 - (1) Cancelled; or
 - (2) Transferred to a third party; and
 - (B) the Court, by order, approves the proposed scheme of arrangement.

4. Notice of Exercise

The Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised. Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt by the Company of that Notice of Exercise.

5. Shares Issued on Exercise

Shares issued on exercise of the Options rank equally with all other issued Shares.

6. Quotation of Shares on Exercise

Application will be made by the Company to ASX for official quotation of the Shares issued promptly after the exercise of the Options.

7. Timing of Issue of Shares

Within fifteen Business Days after the later to occur of:

- (a) Receipt of a Notice of Exercise given in accordance with these terms and conditions and payment of the Exercise Price for each Option being exercised by the Company (each an **Exercised Option**) where the Company is not in possession of any excluded information (as defined in section 708A(7) of the Corporations Act) (**Excluded Information**); and
- (b) The date upon which the Company ceases to be in possession of Excluded Information in respect to the Company following the receipt of the Notice of Exercise and payment of the Exercise Price for each Exercised Option being exercised by the Company,

the Company will:

- (c) Issue the Shares pursuant to the exercise of the Exercised Options;
- (d) Give ASX a notice that complies with section 708A(5)(e) of the Corporations Act or lodge a prospectus with ASIC that qualifies the Shares for resale under section 708A(11) of the Corporations Act; and (e) apply for official quotation on ASX of Shares issued pursuant to the exercise of the Exercised Options.

8. Participation in New Issues

There are no participation rights or entitlements inherent in the Options and holders of Options will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options.

However, the Company will ensure that for the purposes of determining entitlements to any such issue, the holders of the Options will be afforded the minimum period of notice prescribed under the Listing Rules prior to and inclusive of the books closing date (to determine entitlements to the issue) in order to give the holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

9. Pro-rata Issues

If there is a pro rata issue (except a bonus issue), then at the time of the pro rata issue (except a bonus issue), the exercise price of an Option may be reduced according to the following formula:

$$O^n = O - E \frac{[P - (S + D)]}{N + 1}$$

$$N + 1$$

Where:

O^n = the new exercise price of the Option;

O = the old exercise price of the Option;

E = the number of underlying securities into which one Option is exercisable;

P = the average market price per security (weighted by reference to volume) of the underlying securities during the five trading days ending on the day before the ex-right date or the ex-entitlements date;

S = the subscription price for a security under the pro rata issue;

D = dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue);

N = the number of securities with rights or entitlements that must be held to receive a right to one new security.

Otherwise the exercise price of the Option shall remain unchanged.

10. Adjustment for Bonus Issues of Shares

If the Company makes a bonus issue of Shares or other Securities to existing shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

- (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received as if the Option holder had exercised the Option before the record date for the bonus issue; and
- (b) no change will be made to the Exercise Price.

11. Adjustment Re-organisation

If there is any reconstruction of the issued share capital of the Company, the rights of the Option holders will, be varied to the extent necessary to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

12. Quotation of Options

- (a) No application for official quotation of the Options will be made by the Company.
- (b) The Company shall apply for the listing of the resultant shares of the Company issued upon exercise of any Option.

13. Options Transferable

The Options are only transferable subject to the prior approval of the Board of Directors of the Company and only then provided that the transfer of Options complies with section 707(3) of the Corporations Act.

14. Lodgment Instructions

Cheques payable in respect of the exercise of any right attaching to an Option shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for Shares on exercise of Options with the appropriate remittance should be lodged at the Company's registry.

SHAREROOT LIMITED

 UNLISTED OPTIONS – TERMS AND CONDITIONS

ISSUE TO MR LEE RODNE

1. Entitlement

Each Option (together **Options**) entitles the holder to subscribe for and be issued one fully paid ordinary share (**Share**) in the capital of ShareRoot Limited (**Company**) upon exercise of each Option. The date of issue of that Option will hereafter be referred to as the **Issue Date**.

2. Exercise Price and Expiry Date

- (a) The Exercise Price of the Options is as per the Option holding statement.
- (b) The Expiry Date of the Options is the earlier to occur of the Options expiry date as noted on the Option holding statement and 30 days after a Change in Control Event.

3. Exercise Period and Vesting Date

- (a) Subject to the Change of Control provisions below, each Option is exercisable at any time after the latter of the date of grant of the Option and the vesting date (if applicable) and before the Expiry Date.
- (b) Notwithstanding that the Expiry Date has not occurred, each Option will expire on that date which is the earlier of a Change of Control Event occurring and the date the Option holder ceases to be employed, engaged as a consultant or appointed as an executive director of the Company and thereafter no party has any claim against any other party arising under or in respect of any Option.
- (c) A **Change in Control Event** means:
 - (i) the occurrence of:
 - (A) the offeror under a takeover offer in respect of all Shares announcing that it has achieved acceptances in respect of 50.1% or more in number of the Shares; and
 - (B) that takeover bid has become unconditional (except any condition in relation to the cancellation or exercise of the Options); or
 - (ii) the announcement by the Company that:
 - (A) shareholders of the Company have at a Court convened meeting of shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all Shares are to be either:
 - (1) Cancelled; or
 - (2) Transferred to a third party; and
 - (B) the Court, by order, approves the proposed scheme of arrangement.

4. Notice of Exercise

The Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised. Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt by the Company of that Notice of Exercise.

5. Shares Issued on Exercise

Shares issued on exercise of the Options rank equally with all other issued Shares.

6. Quotation of Shares on Exercise

Application will be made by the Company to ASX for official quotation of the Shares issued promptly after the exercise of the Options.

7. Timing of Issue of Shares

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- (a) Receipt of a Notice of Exercise given in accordance with these terms and conditions and payment of the Exercise Price for each Option being exercised by the Company (each an **Exercised Option**) where the Company is not in possession of any excluded information (as defined in section 708A(7) of the Corporations Act) (**Excluded Information**); and
- (b) The date upon which the Company ceases to be in possession of Excluded Information in respect to the Company following the receipt of the Notice of Exercise and payment of the Exercise Price for each Exercised Option being exercised by the Company,

the Company will:

- (c) Issue the Shares pursuant to the exercise of the Exercised Options;
- (d) Give ASX a notice that complies with section 708A(5)(e) of the Corporations Act or lodge a prospectus with ASIC that qualifies the Shares for resale under section 708A(11) of the Corporations Act; and (e) apply for official quotation on ASX of Shares issued pursuant to the exercise of the Exercised Options.

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There are no participation rights or entitlements inherent in the Options and holders of Options will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options.

However, the Company will ensure that for the purposes of determining entitlements to any such issue, the holders of the Options will be afforded the minimum period of notice prescribed under the Listing Rules prior to and inclusive of the books closing date (to determine entitlements to the issue) in order to give the holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

9. Pro-rata Issues

If there is a pro rata issue (except a bonus issue), then at the time of the pro rata issue (except a bonus issue), the exercise price of an Option may be reduced according to the following formula:

$$O^n = O - E \frac{[P - (S + D)]}{N + 1}$$

Where:

O^n = the new exercise price of the Option;

O = the old exercise price of the Option;

E = the number of underlying securities into which one Option is exercisable;

P = the average market price per security (weighted by reference to volume) of the underlying securities during the five trading days ending on the day before the ex-right date or the ex-entitlements date;

S = the subscription price for a security under the pro rata issue;

D = dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro rata issue);

N = the number of securities with rights or entitlements that must be held to receive a right to one new security.

Otherwise the exercise price of the Option shall remain unchanged.

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If the Company makes a bonus issue of Shares or other Securities to existing shareholders (other than an issue in lieu or in satisfaction, of dividends or by way of dividend reinvestment):

(a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received as if the Option holder had exercised the Option before the record date for the bonus issue; and

(b) no change will be made to the Exercise Price.

11. Adjustment Re-organisation

If there is any reconstruction of the issued share capital of the Company, the rights of the Option holders will, be varied to the extent necessary to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

12. Quotation of Options

(a) No application for official quotation of the Options will be made by the Company.

(b) The Company shall apply for the listing of the resultant shares of the Company issued upon exercise of any Option.

13. Options Transferable

The Options are only transferable subject to the prior approval of the Board of Directors of the Company and only then provided that the transfer of Options complies with section 707(3) of the Corporations Act.

14. Lodgment Instructions

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SHAREROOT LIMITED

 UNLISTED OPTIONS – TERMS AND CONDITIONS

ISSUE TO SANLAM PRIVATE WEALTH PTY LTD

1. Entitlement

Each Option (together **Options**) entitles the holder to subscribe for and be issued one fully paid ordinary share (**Share**) in the capital of ShareRoot Limited (**Company**) upon exercise of each Option. The date of issue of that Option will hereafter be referred to as the **Issue Date**.

2. Exercise Price and Expiry Date

- (a) The Exercise Price of the Options is as per the Option holding statement.
- (b) The Expiry Date of the Options is the earlier to occur of the Options expiry date as noted on the Option holding statement and 30 days after a Change in Control Event.

3. Exercise Period and Vesting Date

- (a) Subject to the Change of Control provisions below, each Option is exercisable at any time after the latter of the date of grant of the Option and the vesting date (if applicable) and before the Expiry Date.
- (b) Notwithstanding that the Expiry Date has not occurred, each Option will expire on that date which is the earlier of a Change of Control Event occurring and the date the Option holder ceases to be employed, engaged as a consultant or appointed as an executive director of the Company and thereafter no party has any claim against any other party arising under or in respect of any Option.
- (c) If a Change in Control Event occurs in respect of the Company, all Options that have been issued but have not yet vested, will immediately thereupon vest.
- (d) A **Change in Control Event** means:
 - (i) the occurrence of:
 - (A) the offeror under a takeover offer in respect of all Shares announcing that it has achieved acceptances in respect of 50.1% or more in number of the Shares; and
 - (B) that takeover bid has become unconditional (except any condition in relation to the cancellation or exercise of the Options); or
 - (ii) the announcement by the Company that:
 - (A) shareholders of the Company have at a Court convened meeting of shareholders voted in favour, by the necessary majority, of a proposed scheme of arrangement under which all Shares are to be either:
 - (1) Cancelled; or
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14. Lodgment Instructions

Cheques payable in respect of the exercise of any right attaching to an Option shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for Shares on exercise of Options with the appropriate remittance should be lodged at the Company's registry.

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

ShareRoot Ltd
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

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



ALL ENQUIRIES TO

Telephone: +61 1300 554 474

LODGE A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **10:00am on Tuesday, 20 June 2017**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



ONLINE

www.linkmarketservices.com.au

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



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.

QR Code



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

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

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

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

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

NAME SURNAME
ADDRESS LINE 1
ADDRESS LINE 2
ADDRESS LINE 3
ADDRESS LINE 4
ADDRESS LINE 5
ADDRESS LINE 6



X99999999999

PROXY FORM

I/We being a member(s) of ShareRoot Ltd and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ the Chairman of the Meeting (mark box)

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

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Extraordinary General Meeting of the Company to be held at **10:00am on Thursday, 22 June 2017 at Suite 2, Level 10, 70 Phillip Street, Sydney NSW 2000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

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

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Ratification of Prior Issue of Shares to Sophisticated and Professional Investors under ASX Listing Rule 7.1	☐	☐	☐	9 Approval for Participation in the Placement by Executive Director, Noah Abelson	☐	☐	☐
2 Ratification of Prior Issue of Shares to Sophisticated and Professional Investors under ASX Listing Rule 7.1A	☐	☐	☐	10 Approval for Participation in the Placement by Executive Director, Marc Angelone	☐	☐	☐
3 Ratification of Prior Issue of Listed Options to Brokers under ASX Listing Rule 7.1	☐	☐	☐	11 Approval of Issue of Options to Brokers	☐	☐	☐
4 Ratification of Prior Issue of Unlisted Options to Employees and Advisers under ASX Listing Rule 7.1	☐	☐	☐				
5 Approval of Issue of Shares to Franks & Associates Pty Limited	☐	☐	☐				
6 Approval of Grant of Options to Mr Lee Rodne	☐	☐	☐				
7 Approval to Issue Securities to Sophisticated and Professional Investors	☐	☐	☐				
8 Approval for Participation in the Placement by Non-Executive Director, Lee Rodne	☐	☐	☐				



* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

SRO PRX1701B