



Notice of Annual General Meeting
30 October 2019

CHAIRMAN'S LETTER

1 October 2019

Dear Shareholders

On behalf of the Board, I am pleased to invite you to Superloop's Annual General Meeting to be held at 10:00am on Wednesday, 30 October 2019 at the offices of PricewaterhouseCoopers, Apollo Rooms 1 & 2, Level 23, 480 Queen Street, Brisbane, Queensland, 4000.

We will be pleased to present your Company's Annual Report for the financial year ended 30 June 2019, an overview of our significant achievements during the 2019-2020 financial year, and an update on our vision, strategy and priorities for the coming year.

At the Annual General Meeting, the formal business to be conducted includes:

- receiving the financial statements and reports;
- approving the Directors' remuneration report;
- approving the re-election of two Directors;
- ratifying two previous issues of Superloop Shares; and
- approving a further issue of Superloop Shares.

The enclosed Shareholder voting form has instructions on how you can lodge your vote, or appoint a proxy to vote on your behalf, should you be unable to attend. If you have any queries on how to cast your votes or comments or questions on the formal business of the meeting, please call Louise Bolger (Company Secretary) on 07 3905 2400 or send an email to investor@superloop.com on or before 10:00am on Monday, 28 October 2019.

We look forward to seeing you at the Annual General Meeting.

Yours faithfully



Michael Malone
Chairman
Superloop Limited

NOTICE OF ANNUAL GENERAL MEETING

Superloop Limited ACN 169 263 094

Notice is given that the Annual General Meeting of Superloop Limited (**Company** or **Superloop**) will be held at:

Location	PricewaterhouseCoopers, Apollo Rooms 1 & 2, Level 23, 480 Queen Street, Brisbane, Queensland, 4000
Date	Wednesday, 30 October 2019
Time	10:00am AEST

Ordinary business

Financial statements and reports

To receive and consider the Company's financial report, the Directors' report and the auditor's report for the financial year ended 30 June 2019.

Resolution 1: Adoption of 2019 Remuneration Report

To consider and, if in favour, to pass the following resolution under section 250R(2) of the *Corporations Act 2001* (Cth) (**Corporations Act**):

- 1 'That the Remuneration Report of the Directors for the financial year ended 30 June 2019 be adopted.'

Note: This resolution is advisory only and does not bind the Company or the Directors. The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the AGM when reviewing the Company's remuneration policies.

The Directors abstain, in the interests of corporate governance, from making a recommendation in relation to this resolution.

Resolution 2: Re-election of Greg Baynton

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 2 'That Mr Greg Baynton, who retires from office under rule 19.3(b) of the Constitution, and being eligible, be re-elected as a Director of the Company.'

Note: Information about Mr Baynton's qualifications, experience and skills appears in the Explanatory Memorandum.

The Directors (with Mr Baynton abstaining) recommend that you vote in favour of this resolution.

Resolution 3: Re-election of Tony Clark

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 3 'That Mr Tony Clark, who retires from office under rule 19.3(b) of the Constitution, and being eligible, be re-elected as a Director of the Company.'

Note: Information about Mr Clark's qualifications, experience and skills appears in the Explanatory Memorandum.

The Directors (with Mr Clark abstaining) recommend that you vote in favour of this resolution.

SPECIAL BUSINESS

Resolution 4: Ratification of previous issue of Superloop Shares (February 2019 Capital Raising)

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 4 'That, for the purposes of ASX Listing Rule 7.4 and all other purposes, Shareholders ratify the previous issue of 12,000,000 Superloop Shares, issued as part of the February 2019 Capital Raising at an issue price of \$1.25 per Superloop Share, as set out in the Explanatory Memorandum.'

The Directors unanimously recommend that you vote in favour of this resolution.

Resolution 5: Ratification of previous issue of First Tranche Placement Shares (September 2019 Capital Raising)

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 5 'That, for the purposes of ASX Listing Rule 7.4 and all other purposes, Shareholders ratify the previous issue of 30,527,680 First Tranche Placement Shares, issued as part of the September 2019 Capital Raising at an issue price of \$0.82 per First Tranche Placement Share, as set out in the Explanatory Memorandum.'

The Directors unanimously recommend that you vote in favour of this resolution.

Resolution 6: Approval of issue of Second Tranche Placement Shares (September 2019 Capital Raising)

To consider and, if in favour, to pass the following resolution as an ordinary resolution:

- 6 'That, for the purposes of ASX Listing Rule 7.1 and all other purposes, Shareholders approve the issue of 39,816,455 Second Tranche Placement Shares as part of the September 2019 Capital Raising at an issue price of \$0.82 per Second Tranche Placement Share, as set out in the Explanatory Memorandum.'

The Directors unanimously recommend that you vote in favour of this resolution.

Dated 1 October 2019

By order of the Board



Louise Bolger
Company Secretary
Superloop Limited

Notes

- (a) A Shareholder who is entitled to attend and cast a vote at the AGM is entitled to appoint a proxy.
- (b) The proxy need not be a Shareholder of the Company. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form.
- (d) If the proxy form specifies the way the proxy is to vote on a particular resolution the proxy need not vote on a show of hands but if the proxy does so, it must vote as specified in the proxy form.
- (e) If the proxy has two or more appointments that specify different ways to vote on the resolution the proxy must not vote on a show of hands.
- (f) If the proxy is the chair of the AGM, the proxy must vote on a poll or must vote the way specified in the proxy form.
- (g) If the proxy is not the chair of the AGM the proxy need not vote on the poll, but if the proxy does so, the proxy must vote as specified in the proxy form.
- (h) If the proxy form specifies the way the proxy is to vote on a particular resolution and the proxy is not the chair of the AGM and a poll is demanded and either:
 - (i) the proxy is not recorded as attending; or
 - (ii) the proxy does not vote,
 the chair of the AGM is deemed the proxy for that resolution.
- (i) A corporation may elect to appoint a representative, rather than appoint a proxy, under the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the AGM.
- (j) If you wish to appoint a proxy, to be effective, proxy forms must be received by the Company at its registered office or received by the share registry, no later than 10:00am AEST on Monday, 28 October 2019.
- (k) The Company has determined under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that for the purpose of voting at the AGM or an adjourned meeting, securities are taken to be held by those persons recorded in the Company's register of Shareholders as at 7:00pm AEST on Monday, 28 October 2019.
- (l) If you have any queries on how to cast your votes, please call Louise Bolger (Company Secretary) on 07 3905 2400 during business hours.

Voting restrictions

Resolution 1 – Directors' Remuneration Report	The Company will disregard any votes cast on resolution 1: (a) by or on behalf of a member of the Key Management Personnel (KMP) named in the Remuneration Report for the year ended 30 June 2019, or a closely related party of that KMP, regardless of the capacity in which the vote is cast; and (b) as proxy of a member of the KMP at the date of the AGM, or a closely related party of that KMP, unless the vote is cast as proxy for a person who is entitled to vote on resolution 1: (i) in accordance with their directions on how to vote as set out in the proxy appointment (e.g. for, against, abstain); or (ii) by the person chairing the AGM and the appointment of the person chairing the AGM as proxy expressly authorises the person chairing the AGM to exercise the proxy even if this resolution is connected directly or indirectly with the remuneration of a member of the KMP.
Resolution 4 – Ratification of previous issue of Superloop Shares (February 2019 Capital Raising)	In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of resolution 4 by or on behalf of any person who participated in the issue, and any of their associates. However, the Company need not disregard a vote if it is cast by: (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or (b) the person chairing the AGM as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
Resolution 5 – Ratification of previous issue of First Tranche Placement Shares (September 2019 Capital Raising)	In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of resolution 5 by or on behalf of any person who participated in the issue, and any of their associates. However, the Company need not disregard a vote if it is cast by: (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or (b) the person chairing the AGM as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.
Resolution 6 - Approval of issue of Second Tranche Placement Shares (September 2019 Capital Raising)	In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of resolution 6 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Superloop Shares), and any of their associates. However, the Company need not disregard a vote if it is cast by: (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or (b) the person chairing the AGM 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.

EXPLANATORY MEMORANDUM

Superloop Limited ACN 169 263 094

This Explanatory Memorandum accompanies the notice of Annual General Meeting (**AGM**) of the Company to be held at the offices of PricewaterhouseCoopers, Apollo Rooms 1 & 2, Level 23, 480 Queen Street, Brisbane, Queensland, 4000 at 10:00am on Wednesday, 30 October 2019.

The Explanatory Memorandum has been prepared to assist Shareholders in determining how to vote on the resolutions set out in the Notice of Meeting and is intended to be read in conjunction with the Notice of Meeting.

Ordinary business

Financial statements and reports

- 1 The Corporations Act requires that the report of the Directors, the auditor's report and the financial report be laid before the AGM.
- 2 Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Constitution requires a Shareholders' vote on the financial statements and reports.
- 3 Shareholders will be given reasonable opportunity at the AGM to raise questions and make comments on these reports.
- 4 In addition to asking questions at the AGM, Shareholders may address written questions to the Chairman about the management of the Company or to the Company's auditor, Deloitte Touche Tohmatsu, if the question is relevant to:
 - the content of the auditor's report; or
 - the conduct of its audit of the annual financial report to be considered at the AGM.

Note: Under section 250PA(1) Corporations Act, a Shareholder must submit the question to the Company no later than the fifth business day before the day on which the Annual General Meeting is held.

- 5 Written questions for Deloitte Touche Tohmatsu must be given to the Company by no later than 5:00pm AEST on Wednesday, 23 October 2019 to:

The Company Secretary
Superloop Limited
Level 17, 333 Ann Street
Brisbane QLD 4000

Resolution 1: Remuneration Report

- 6 Shareholders are asked to adopt the Remuneration Report of the Company for the financial year ended 30 June 2019. This report is included in the Directors' Report in Superloop's 2019 Annual Report. A copy is available on the Company's website: <http://investors.superloop.com/investors/>.
- 7 The Corporations Act requires that the Remuneration Report be put to a vote of Shareholders for adoption.
- 8 The Remuneration Report:
 - explains the Board's policies on the nature and level of remuneration paid to Directors and senior executives within the Superloop group;

- discusses the link between the Board's policies and Superloop's performance;
 - sets out the remuneration details for each Director and for each member of Superloop's senior executive management team; and
 - makes clear that the basis for remunerating non-executive Directors is distinct from the basis for remunerating executives, including executive Directors.
- 9 The Chairman will give Shareholders a reasonable opportunity to ask questions about, or to make comments on, the Remuneration Report.
- 10 This resolution is advisory only and is not binding on the Company or the Directors. The Board will take the discussion at the meeting into consideration when determining the Company's remuneration policy and appropriately respond to any concerns Shareholders may raise in relation to remuneration issues.

Directors' recommendation

- 11 As the resolution relates to matters including the remuneration of the Directors, the Board, as a matter of corporate governance and in accordance with the spirit of section 250R(4) of the Corporations Act, makes no recommendation regarding this resolution.

Note: If you appoint a director or member of the Key Management Personnel as your proxy for this resolution, you MUST direct your proxy how to vote, otherwise your vote will not be counted. Follow the instructions on the proxy form to direct your proxy how to vote.

Background to resolutions 2 and 3 - Re-election of Directors

- 12 Rule 19.3(a) of the Constitution, when read with ASX Listing Rule 14.5, requires an election of Directors to occur at each annual general meeting of the Company. Under rule 19.3(d) of the Constitution, Directors (other than a managing Director) may not hold office without re-election beyond the third AGM following the meeting at which the Director was last elected or re-elected.
- 13 ASX Listing Rule 14.4 also restricts a Director (other than the managing director) from holding office (without re-election) past the third annual general meeting following the Director's last appointment or re-election (as the case may be) or three years, whichever is longer.

Resolution 2: Re-election of Greg Baynton

- 14 Mr Baynton is the founder and Managing Director of Orbit Capital Pty. Ltd., an investment and advisory company and holder of an Australian Financial Services Licence. He has a background in investment banking, merchant banking, infrastructure investment, and new projects, and has significant experience in IPOs and other capital raisings, mergers and acquisitions, investor relations and corporate governance.
- 15 Mr Baynton has been a director of Australian exploration companies for over 19 years, and in particular has considerable experience as a director of ASX-listed companies. Among those, Mr Baynton is an existing director of NOVONIX Limited, State Gas Limited, and IntelliHR Limited, and a former director of Asia Pacific Data Centre Limited, NEXTDC Limited, and PIPE Networks Limited. Mr Baynton holds a Master of Business Administration (QUT), a Master of Economic Studies (UQ), a Postgraduate Diploma in Applied Finance & Investment (SIA), and a Bachelor of Business (Accountancy). He has also completed a certificate course in risk management and corporate governance and has been a Fellow of the Governance Institute of Australia.

Directors' recommendation

- 16 The Directors (with Mr Baynton abstaining) recommend the re-election of Mr Baynton to the Board.

Resolution 3: Re-election of Tony Clark

- 17 As part of the Company's acquisition of CINENET Systems Pty Ltd (announced on 23 November 2015), Mr Clark, CEO & Executive Director of CINENET, agreed to join the Board of Superloop following the completion of the acquisition. Mr Clark has a wealth of industry knowledge and experience in digital media. He is an Emmy Award-winning cinematographer as well as co-founder and Director of Rising Sun Pictures and Cospective, and co-founder of CINENET Systems Pty Ltd. CINENET Systems Pty Ltd, at the time of its acquisition by Superloop, had built a specialised high-speed international data network catering specifically for needs of screen and broadcast media industries.
- 18 Mr Clark has a wealth of industry knowledge and experience in digital media. His credits as a VFX Supervisor for Rising Sun Pictures include Alfonso Cuarón's Gravity, Pirates of the Caribbean: On Stranger Tides, The Sorcerer's Apprentice, The Last Mimzy, The Core, and Harry Potter & the Goblet of Fire. Mr Clark is a 2010 recipient of an Academy Award for Scientific & Technical Achievement as creator of the remote collaboration tool cineSync.
- 19 Mr Clark's understanding of digital film became the foundation for the technology spin off Rising Sun Research (now Cospective). He has served as a board member on the South Australian Film Corporation, is currently on the board of Ausfilm and is an active member of both AMPAS, the Academy of Motion Picture Arts, and Sciences and the Visual Effects Society. Mr Clark is also a graduate of the Australian Institute of Company Directors.

Directors' recommendation

- 20 The Directors (with Mr Clark abstaining) recommend the re-election of Mr Clark to the Board.

Special business

Resolution 4: Ratification of previous issue of Superloop Shares (February 2019 Capital Raising)

- 21 As announced by Superloop on 25 February 2019, as part of its February 2019 Capital Raising, Superloop undertook a placement of 12,000,000 Superloop Shares to institutional and sophisticated investors. The 12,000,000 Superloop Shares issued under this placement were issued at an issue price of \$1.25 per Superloop Share on 6 March 2019.
- 22 ASX Listing Rule 7.1 restricts a company from issuing more than 15% of its issued share capital during any 12 month period, subject to certain exceptions (**Placement Capacity**). The issue of Superloop Shares the subject of this resolution 4 did not exceed Superloop's Placement Capacity under ASX Listing Rule 7.1. However, ASX Listing Rule 7.4 provides that where an issue of equity securities is ratified by Shareholders in general meeting, the issue is treated as having been made with Shareholder approval for the purpose of ASX Listing Rule 7.1, thereby replenishing Superloop's Placement Capacity and giving it the flexibility to issue further equity securities up to that limit during the applicable 12 month period.
- 23 Resolution 4 therefore seeks approval from Shareholders under ASX Listing Rule 7.4 to ratify the previous issue of 12,000,000 Superloop Shares as part of the February 2019 Capital Raising at an issue price of \$1.25 per Superloop Share.

24 In accordance with ASX Listing Rule 7.5, Shareholders are advised of the following particulars:

Number of Superloop Shares	12,000,000 Superloop Shares
Issue price per Superloop Share	\$1.25 per Superloop Share
Terms of Superloop Shares issued	The Superloop Shares the subject of this resolution 4 were issued on the same terms as, and ranking equally with, all existing Superloop Shares then on issue
Persons to whom Superloop Shares were issued	Institutional and sophisticated investors as part of Superloop's February 2019 Capital Raising
Use of funds raised by the issue	The proceeds are being, and will be, used to: (a) strengthen Superloop's balance sheet by reducing net debt; (b) provide additional funding capacity, allowing Superloop to take advantage of near term opportunities (including infrastructure investment, network expansion, and the acquisition of cash-generating assets); and (c) fund general working capital

Directors' recommendation

25 The Directors unanimously recommend that you vote in favour of this resolution.

Resolution 5: Ratification of previous issue of First Tranche Placement Shares (September 2019 Capital Raising)

- 26 As part of its September 2019 Capital Raising, Superloop undertook a first tranche placement of 30,527,680 Superloop Shares to institutional and sophisticated investors at an issue price of \$0.82 per Superloop Share on 25 September 2019 (**First Tranche Placement Shares**).
- 27 ASX Listing Rule 7.1 restricts a company from issuing more than 15% of its issued share capital during any 12 month period, subject to certain exceptions. The issue of Superloop Shares the subject of this resolution 5 did not exceed Superloop's Placement Capacity under ASX Listing Rule 7.1 (noting that ASX granted Superloop a waiver in respect of ASX Listing Rule 7.1 to allow Superloop to calculate its Placement Capacity on the basis that the entitlement offer component of the September 2019 Capital Raising had already been completed). However, ASX Listing Rule 7.4 provides that where an issue of equity securities is ratified by Shareholders in general meeting, the issue is treated as having been made with Shareholder approval for the purpose of ASX Listing Rule 7.1, thereby replenishing Superloop's Placement Capacity and giving it the flexibility to issue further equity securities up to that limit during the applicable 12 month period.
- 28 Resolution 5 therefore seeks approval from Shareholders under ASX Listing Rule 7.4 to ratify the previous issue of 30,527,680 First Tranche Placement Shares as part of the September 2019 Capital Raising at an issue price of \$0.82 per First Tranche Placement Share.
- 29 In accordance with ASX Listing Rule 7.5, Shareholders are advised of the following particulars:

Number of Superloop Shares	30,527,680 First Tranche Placement Shares
Issue price per Superloop Share	\$0.82 per First Tranche Placement Share
Terms of Superloop Shares issued	The First Tranche Placement Shares the subject of this resolution 5 were issued on the same terms as, and ranking equally with, all existing Superloop Shares then on issue

Persons to whom Superloop Shares were issued	Institutional and sophisticated investors as part of Superloop's September 2019 Capital Raising
Use of funds raised by the issue	The funds, together with other funds raised under the September 2019 Capital Raising (including the funds the subject of resolution 6), will be, used to: (a) pay down existing senior debt; and (b) fund trade payables and the costs of the September 2019 Capital Raising

Directors' recommendation

- 30 The Directors unanimously recommend that you vote in favour of this resolution.

Resolution 6: Approval of issue of Second Tranche Placement Shares

- 31 As previously announced by Superloop, Superloop intends to undertake a second tranche placement of 39,816,455 Superloop Shares to institutional and sophisticated investors at an issue price of \$0.82 per Superloop Share, subject to receipt of Shareholder approval under this resolution 6 (**Second Tranche Placement Shares**).
- 32 ASX Listing Rule 7.1 restricts a company from issuing more than 15% of its issued share capital during any 12 month period, subject to certain exceptions. The issue of the First Tranche Placement Shares the subject of resolution 5 exhausted Superloop's available Placement Capacity. As such, the purpose of this resolution 6 is to seek Shareholder approval for the issue of the Second Tranche Placement Shares.
- 33 If Shareholder approval is not obtained in respect of this resolution 6 at the AGM, the Second Tranche Placement Shares will not be issued and Superloop must, on or before 15 November 2019, provide its financiers with a revised business plan and, if requested by its financiers, convene another meeting to seek approval of the Second Tranche Placement Shares.
- 34 In accordance with ASX Listing Rule 7.3, Shareholders are advised of the following particulars:

Maximum number of securities to be issued	39,816,455 Second Tranche Placement Shares
Issue date / date by which securities are to be issued	The Second Tranche Placement Shares are intended to be issued on 4 November 2019, but in any event will be issued no later than three months after the date of the AGM
Subscription price	\$0.82 per Second Tranche Placement Share
Name of persons to whom securities will be issued	Institutional and sophisticated investors as part of Superloop's September 2019 Capital Raising
Terms of the securities	The Second Tranche Placement Shares the subject of this resolution 6 will be issued on the same terms as, and ranking equally with, all existing Superloop Shares then on issue
Intended use of funds raised	The funds, together with other funds raised under the September 2019 Capital Raising (including the funds the subject of resolution 5), will be, used to: (a) pay down existing senior debt; and (b) fund trade payables and the costs of the September 2019 Capital Raising

Directors' recommendation

35 The Directors unanimously recommend that you vote in favour of this resolution.

DEFINITIONS

Capitalised terms in this Notice of Meeting and Explanatory Memorandum have the meaning set out below:

Annual General Meeting or AGM	means the Company's annual general meeting the subject of this Notice of Meeting.
Annual Report	means the 2019 Annual Report of the Company.
Board	means the board of directors of the Company.
Company or Superloop	means Superloop Limited ACN 169 263 094.
Constitution	means the constitution of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Directors	means the directors of the Company.
Explanatory Memorandum	means the explanatory statement accompanying the resolutions contained in this Notice of Meeting.
February 2019 Capital Raising	means the capital raising announced by Superloop on 25 February 2019.
First Tranche Placement Shares	has the meaning given to that term at paragraph 26.
Key Management Personnel or KMP	means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
Notice of Meeting	means this notice of meeting and includes the Explanatory Memorandum.
Placement Capacity	has the meaning given to that term at paragraph 22.
Remuneration Report	means the section of the Directors' report for the 2018-2019 financial year that is included under section 300A(1) of the Corporations Act.
Second Tranche Placement Shares	has the meaning given to that term at paragraph 31.
September 2019 Capital Raising	means the capital raising announced by Superloop on 24 September 2019.
Shareholder	means a person who is a registered holder of fully paid ordinary shares in the capital of the Company.
Shares or Superloop Shares	means fully paid ordinary shares in the capital of Superloop.

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

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



BY FAX

(02) 9287 0309



BY HAND

Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: 1300 554 474 Overseas: +61 1300 554 474



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PROXY FORM

I/We being a member(s) of SuperLoop Limited 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 Annual General Meeting of the Company to be held at **10:00am (AEST) on Wednesday, 30 October 2019 at the offices of PricewaterhouseCoopers, Apollo Rooms 1 & 2, Level 23, 480 Queen Street, Brisbane, Queensland, 4000 (the Meeting)** and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

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

1 Adoption of 2019 Remuneration Report

For Against Abstain*

☐	☐	☐
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2 Re-election of Greg Baynton

☐	☐	☐
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3 Re-election of Tony Clark

☐	☐	☐
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4 Ratification of previous issue of Superloop Shares (February 2019 Capital Raising)

☐	☐	☐
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5 Ratification of previous issue of First Tranche Placement Shares (September 2019 Capital Raising)

For Against Abstain*

☐	☐	☐
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6 Approval of issue of Second Tranche of Placement Shares (September 2019 Capital Raising)

☐	☐	☐
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* 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).

SLC PRX1901C

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, including where the Resolution is 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 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:

- (a) 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
- (b) 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" must 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.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEST) on Monday, 28 October 2019**, 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" - Security holder Reference Number (SRN) or Holder Identification Number (HIN).



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

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