ARROWHEAD RESOURCES LIMITED
(TO BE RENAMED 'EMERGE GAMING LIMITED')
ACN 004 766 376
ADDENDUM TO NOTICE OF GENERAL MEETING

Arrowhead Resources Limited (to be renamed 'Emerge Gaming Limited') (ACN 004 766 376) (**Company**), hereby gives notice to Shareholders of the Company that, in relation to the Notice of General Meeting dated 31 August 2017 (**Notice of Meeting**) in respect of a general meeting of members to be held at 10:00am (WST) on 9 October 2017 at The Australian Institute of Company Directors, Allendale Square, 1/77 St Georges Terrace, Perth, Western Australia (**Meeting**), the Directors have determined to amend and supplement the information contained in the Explanatory Statement provided to Shareholders in relation to the matters set out in this addendum to the Notice of Meeting (**Addendum**).

General

Definitions in the Notice of Meeting have the same meaning in this Addendum to the Notice of Meeting.

This Addendum to the Notice of Meeting is supplemental to the original Notice of Meeting and should be read in conjunction with the original Notice of Meeting. Save for the changes to be made to Resolution 16 and Schedule 6 as set out below, all other Resolutions proposed in the original Notice of Meeting remain unchanged.

Proxy Forms

The Company confirms that there have been no changes to the Proxy Form previously dispatched to Shareholders and this Proxy Form is annexed to this Addendum to the Notice of Meeting. Shareholders are advised that:

- If you have already completed and returned the Proxy Form which was annexed to the original Notice of Meeting and **you wish to change your vote, you must complete and return the Proxy Form** annexed to this Addendum to the Notice of Meeting.
- If you have already completed and returned the Proxy Form which was annexed to the original Notice of Meeting and **you do not wish to change your vote, you do not need to take any action** as the earlier submitted Proxy Form will be accepted by the Company unless you submit a new Proxy Form.
- If you have not yet completed and returned a Proxy Form and you wish to vote on the Resolutions in the Notice of Meeting, please complete and return the Proxy Form annexed to this Addendum to the Notice of Meeting.

To vote in person, please attend the Meeting at the time, date and place set out above.

SUPPLEMENTARY EXPLANATORY STATEMENT

The Explanatory Statement outlined in the Notice of Meeting is amended and supplemented as follows:

14. RESOLUTION 16 – APPROVAL FOR AN EQUAL REDUCTION OF CAPITAL AND IN-SPECIE DISTRIBUTION

14.17 Director's Interests and Recommendations

Note 1 to the table set out at Section 14.17 is replaced with the following:

"1. Based on a one (1) for one (1) ratio for the In-specie Distribution."

14.19 Additional important information for AR1 Shareholders

Section 14.19(c) is replaced with the following:

"(c) 136,593,414 TIPL Shares will be distributed on a pro-rata basis to all holders of ordinary shares in the capital of the Company on the Record Date (**Return Shares**) based on the number of AR1 Shares held by such holders at the Record Date.

At the date of this Notice, there are 223,368,146 Shares on issue in the Company (on a pre-Consolidation basis). At the Spin-out Record Date (following completion of the Consolidation and the Placement) there will be 136,593,414 Shares on issue on a post-Consolidation basis). Accordingly, the formula for the In-specie Distribution will be 1 TIPL Share for every 1 AR1 Share held. Any fractions of entitlement as a result of the Consolidation will be rounded up to the next whole number and this may result in the ratio of TIPL Shares issued to AR1 Shareholders being slightly less than 1 for 1;"

14.20 Information concerning AR1 Shares

The reference to "22,500,000 Shares" in the first paragraph at Section 14.20 is replaced with "12,500,000 Shares".

14.21 Section 256C of the Corporations Act

The third paragraph is deleted and is replaced with the following:

"The Directors believe that, notwithstanding the participation of those parties who will receive 12,500,000 Shares pursuant to the Placement (on a post-Consolidation basis) (**Placement Participants**), the Spin-out is fair and reasonable to Shareholders as a whole and does not materially prejudice the Company's ability to pay its creditors for the following reasons:

(a) each AR1 Shareholder (including each Placement Participant) is treated equally and in the same manner since the terms of the reduction of capital are the same for each AR1 Shareholder;

(b) the In-specie Distribution is on a pro rata basis, and the proportionate ownership interest of each AR1 Shareholder remains the same before and after the Spin-out;

(c) the offer of TIPL Shares under the Prospectus is an offer to existing Shareholders of the Company, which includes a small number of

Placement Participants. The Placement Participants have taken on greater risk by participating in an issue of Shares prior to completion of the Acquisition and without such risk, the Acquisition would not complete (the Placement is a condition precedent to the Acquisition Agreement), the Spin-out would not occur and existing Shareholders would not receive the benefit of either transaction;

(d) the Placement Participants will pay cash for their Shares and are entitled to the same rights as existing AR1 Shareholders in accordance with the Company's Constitution;

(e) the Shares issued to the Placement Participants under the Placement will constitute 2% of the issued capital of the Company (on an undiluted basis) as at completion of the Spin-out; and

(f) the potential disadvantages do not outweigh the potential advantages of the Spin-out as set out in Section 14.11 above."

14.23 Effect of Shareholder approval

Section 14.23(b) '**Overseas AR1 Shareholders'** is replaced with the following:

"The In-specie Distribution of the TIPL Shares to overseas AR1 Shareholders under the reduction of capital will be subject to legal and regulatory requirements in their relevant overseas jurisdictions. The Company confirms that it will make an offer of TIPL Shares to each overseas AR1 Shareholder."

SUPPLEMENTARY SCHEDULE 6

Schedule 6 of the Notice of Meeting is replaced as follows:

SCHEDULE 6 – TIPL PRO-FORMA BALANCE SHEET

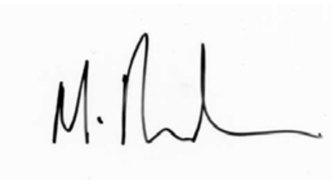
Statement of Financial Position	Notes	TIPL Accounts 30 June 2017[1]	Combined Pro-Forma Post Issue
ASSETS			
Cash and cash equivalents	4	-	20,000
TOTAL CURRENT ASSETS		**-**	**20,000**
TOTAL ASSETS		**-**	**20,000**
LIABILITIES			
CURRENT LIABILITIES			
Borrowings	2,3	16,875,634	-
TOTAL CURRENT LIABILITIES		**16,875,634**	**-**
Borrowings	4	-	20,000
TOTAL NON-CURRENT LIABILITIES		**-**	**20,000**
TOTAL LIABILITIES		**16,875,634**	**20,000**
NET ASSETS		**(16,875,634)**	**-**
SHAREHOLDERS EQUITY			
Issued capital	2	100	829,775
Accumulated losses	3	(16,875,734)	(829,775)
TOTAL SHAREHOLDERS EQUITY		**(16,875,634)**	**-**

Notes:

1. Audited as part of AR1 consolidated financials for the year ended 30 June 2017.
2. Conversion of $829,675 of inter-company loan into 136,593,314 TIPL Shares.
3. Debt forgiveness in relation to the inter-company loan of $16,045,959.22.
4. Advance of $20,000 TIPL Loan from Arrowhead Resources Limited in accordance with the Arbitration Management Agreement.

DATED 14 SEPTEMBER 2017

BY ORDER OF THE BOARD



MICHAEL ROSENSTREICH
CHAIRMAN

Enquiries: Shareholders should contact the Company Secretary on +61 8 9246 4483 if they have any queries in respect of the matters set out in this Addendum to Notice of Meeting.

ARROWHEAD RESOURCES LTD

Arrowhead Resources Limited | ABN 31 004 766 376

GM Registration Card

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

[Name/Address 1]
[Name/Address 2]
[Name/Address 3]
[Name/Address 4]
[Name/Address 5]
[Name/Address 6]

Holder Number: [HolderNumber]

Vote by Proxy

Option A – Please choose to vote online, because:

- ✓ **Save Your Money:** This company you own a part of has to spend thousands of dollars each year in print and postage costs. Online voting will reduce this unnecessary expense.
- ✓ **It's Quick and Secure:** Voting online provides you with greater privacy over your instructions, eliminates any postal delays and removes the risk of it being potentially lost in transit.
- ✓ **Receive Vote Confirmation:** Voting online is the only method which provides you with confirmation that your vote has been processed. It also allows you to amend your vote if required.

To Access online voting you can scan the barcode to the right with your tablet or mobile device or you can enter the following link into your browser. Voting online is quick and easy to do.

https://investor.automic.com.au/#/loginsah

STEP 1: appoint a Proxy

Option B – Appoint a proxy, by paper:

I/We being a Shareholder entitled to attend and vote at the General Meeting of the Company, to be held at **10.00am (WST) on Monday, 9 October 2017 at The Australian Institute of Company Directors, Allendale Square, 1/77 St Georges Terrace, Perth WA 6000** hereby:

Appoint the Chairman of the Meeting (Chair) 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 so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.
Unless indicated otherwise by ticking the "for"," against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS
Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 15 (except where I/we have indicated a different voting intention below) even though Resolution 15 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2: Voting Direction

	Resolutions	For	Against	Abstain
1	Change to Nature and Scale of Activities – Proposed Acquisition of Gaming Battle Ground			
2	Consolidation of Capital			
3	Change of Company Name			
4	Creation of A New Class of Securities – Performance Shares			
5	Issue of Consideration Securities to GBG Shareholders			
6	Placement - Shares			
7	Related Party Participation in Placement – Mr Jason Peterson			
8	Capital Raising			
9	Issue of Advisor Securities			
10	Issue of Director Shares to Related Party – Mr Jason Peterson			
11	Issue of Director Shares to Related Party – Mr John Kenny			
12	Election of Director – Mr Gregory Stevens			
13	Election of Director – Mr Bert Mondello			
14	Election of Director – Mr Jonathan Hart			
15	Adoption of Employee Incentive Scheme			
16	Approval for an Equal Reduction of Capital and In-Specie Distribution			

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name.. Contact Daytime Telephone.................................... Date / / 2017

Email Address ____________________

LODGING YOUR PROXY VOTE

This Proxy Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by 10.00am (WST) on Saturday, 7 October, 2017, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting Forms received after that time will not be valid for the scheduled Meeting.

Proxy Voting Forms can be lodged:

ONLINE
https://investor.automic.com.au/#/loginsah

Login to the Automic website using the holding details as shown on the Proxy Voting Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, shareholders will need their Holder Number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on front of the Proxy Voting form.

BY MAIL
Automic Registry Services
PO Box 2226
Strawberry Hills NSW 2012

BY HAND
Automic Registry Services
Level 3, 50 Holt Street, Surry Hills NSW 2010

ALL ENQUIRIES TO
Telephone: 1300 288 664 Overseas: + 61 2 9698 5414

YOUR NAME AND ADDRESS

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

VOTING UNDER STEP 1 - APPOINTING A PROXY

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

DEFAULT TO THE CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services on 1300 288 664 or you may copy this form.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

ATTENDING THE MEETING

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

OTHER RESOLUTIONS

Should any resolution, other than those specified in this Proxy Voting Form, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.

POWER OF ATTORNEY

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