Notice of extraordinary general meeting and explanatory memorandum

Crowd Mobile Limited

ACN 083 160 909

Date:	Thursday 9 July 2015
Time:	11.30 am (AEST)
Venue:	RSM Bird Cameron Partners, Level 21, 55 Collins Street Melbourne, Victoria, 3000

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is given that an Extraordinary General Meeting of Crowd Mobile Limited ACN 083 160 909 will be held at RSM Bird Cameron Partners, Level 21, 55 Collins Street, Melbourne, Victoria 3000 on Thursday 9 July 2015 at 11.30 am (AEST).

BUSINESS OF THE MEETING

Shareholders are invited to consider the following items of business:

Resolution 1A	**Approval of issue of Hnarakis Options**
Description	Crowd Mobile seeks approval of Shareholders for the issue of 1,000,000 Options to Mr Theo Hnarakis, Non-Executive Chairman of the Company.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an **ordinary resolution**: ***THAT****, for the purposes of Listing Rules 10.14, Chapter 2E of the Corporations Act and for all other purposes, Shareholder approval is given for the Company to grant 1,000,000 Options, each to acquire 1 ordinary fully paid Share in the Company, to Mr Theo Hnarakis, Non-Executive Chairman of the Company, or his nominee(s), on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.*
Voting Exclusion	The Company will disregard any votes cast on this resolution by: (a) The Directors of the Company, being Messrs Theo Hnarakis, Hans De Back and Domenic Carosa, and their nominee(s); (b) any person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this resolution is passed; (c) any associates of the persons named in sub-paragraphs (a) and (b); and (d) as a proxy by a member of Key Management Personnel and a Closely Related Party of Key Management Personnel, where the proxy appointment does not specify the way the proxy is to vote. However, the Company will 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 that specify how the proxy is to vote on this resolution; or (b) the chair of the Meeting, as proxy for a person who is entitled to vote, in accordance with the directions of the proxy form that does not specify how the proxy is to vote on this resolution, but expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel.

Resolution 1B	Approval of issue of De Back Options
Description	Crowd Mobile seeks approval of Shareholders for the issue of 1,000,000 Options to Mr Hans De Back, Non-Executive Director of the Company.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an **ordinary resolution**: ***THAT**, for the purposes of Listing Rules 10.14, Chapter 2E of the Corporations Act and for all other purposes, Shareholder approval is given for the Company to grant 1,000,000 Options, each to acquire 1 ordinary fully paid Share in the Company, to Mr Hans De Back, a Non-Executive Director of the Company, or his nominee(s), on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.*
Voting Exclusion	The Company will disregard any votes cast on this resolution by: (a) The Directors of the Company, being Messrs Theo Hnarakis, Hans De Back and Domenic Carosa, and their nominee(s); (b) any person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this resolution is passed; (c) any associates of the persons named in sub-paragraphs (a) and (b); and (d) as a proxy by a member of Key Management Personnel and a Closely Related Party of Key Management Personnel, where the proxy appointment does not specify the way the proxy is to vote. However, the Company will 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 that specify how the proxy is to vote on this resolution; or (b) the chair of the Meeting, as proxy for a person who is entitled to vote, in accordance with the directions of the proxy form that does not specify how the proxy is to vote on this resolution, but expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel.

Resolution 2	Approval of issue of Secretary Options
Description	Crowd Mobile seeks approval of Shareholders for the issue of 500,000 Options to Ms Sophie Karzis, Company Secretary of the Company.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an **ordinary resolution**: ***THAT****, for the purposes of Listing Rule 7.1 and for all other purposes, Shareholder approval is given for the Company to grant 500,000 Options, each to acquire 1 ordinary fully paid Share in the Company, to Ms Sophie Karzis, Company Secretary of the Company, or her nominee(s), on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.*
Voting Exclusion	The Company will disregard any votes cast on this resolution by: (a) Ms Sophie Karzis and her nominee(s); (b) any person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this resolution is passed; and (c) any associates of the persons named in sub-paragraphs (a) and (b); and However, the Company will 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 chair of the meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.

Resolution 3	Ratification of issue of Placement Shares
Description	The Company seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of 10,000,000 Placement Shares made by the Company on 5 March 2015 to sophisticated and professional investors.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an **ordinary resolution**: ***THAT****, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 10,000,000 Placement Shares to various sophisticated and professional investors, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.*

Voting Exclusion	The Company will disregard any votes cast on this resolution by any person who participated in the issue of the Placement 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 Meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.

Resolution 4	**Ratification of issue of Consideration Shares**
Description	The Company seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of 125,000 Consideration Shares made by the Company on 5 March 2015 as consideration to the KissHugs Vendor in respect of the Company's acquisition of the KissHugs Business, as announced by the Company on 23 January 2015.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an **ordinary resolution**: ***THAT****, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 125,000 Consideration Shares to the KissHugs Vendor, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.*
Voting Exclusion	The Company will disregard any votes cast on this resolution by any person who participated in the issue of the 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 Meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.

Resolution 5	**Ratification of issue of Lead Manager Options**
Description	The Company seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of 1,000,000 Options made by the Company on 5 March 2015 as part consideration for services provided by D.J. Carmichael Pty Limited, the lead manager of the Placement.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an **ordinary resolution**: ***THAT****, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 1,000,000 Lead Manager Options to D.J. Carmichael Pty Limited, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.*

Voting Exclusion	The Company will disregard any votes cast on this resolution by: (a) D.J. Carmichael Pty Limited and its nominee(s); (b) any person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this resolution is passed; and (c) any associates of the persons named in sub-paragraphs (a) and (b); and However, the Company will 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 chair of the meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.

Dated 9 June 2015
BY ORDER OF THE BOARD OF CROWD MOBILE LIMITED

Sophie Karzis
Company Secretary

Voting by proxy

(a) A Shareholder entitled to attend and vote at the Extraordinary General Meeting may appoint one proxy or, if the Shareholder is entitled to cast 2 or more votes at the meeting, 2 proxies, to attend and vote instead of the Shareholder.

(b) Where 2 proxies are appointed to attend and vote at the meeting, each proxy may be appointed to represent a specified proportion or number of the Shareholder's voting rights at the meeting.

(c) A proxy need not be a Shareholder of the Company.

(d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the meeting.

(e) A proxy form accompanies this notice. If a Shareholder wishes to appoint more than 1 proxy, they may make a copy of the proxy form attached to this notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a (notarially) certified copy of that power or authority by **11.30 am (AEST) on Tuesday 7 July 2015** at the Share registry, being the office of Boardroom Pty Limited:

Online	www.votingonline.com.au/crowdmobileegm2015
by post	Boardroom Pty Limited GPO Box 3993 Sydney NSW 2001
by personal delivery	Boardroom Pty Limited Level 12, Grosvenor Place 225 George Street Sydney NSW 2000
by facsimile	+61 9290 9655

Voting and other entitlements at the Extraordinary General Meeting

A determination has been made by the board of the Company under regulation 7.11.37 of the *Corporations Regulations 2001* that Shares in the Company which are on issue at **7.00pm (AEST) on Tuesday 7 July 2015** will be taken to be held by the persons who held them at that time for the purposes of the Extraordinary General Meeting (including determining voting entitlements at the meeting).

Amendments to proxy voting

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* (Cth), which came into effect on 1 July 2011, introduces prohibitions on Key Management Personnel and their Closely Related Parties from voting their Shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the chair of a meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the Shareholder who has lodged the proxy has given an express voting direction to the chair to exercise the undirected proxy.

The chair of the Meeting will be the Chairman of the Company, Mr Theo Hnarakis, who intends to vote all available undirected proxies in favour of each Resolution in the Notice.

QUESTIONS

In order to provide an equal opportunity for all Shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company. Please send your written questions via email to the Company Secretary at **sk@ccounsel.com.au**. Written questions must be received by no later than **5.00pm (AEST) on Tuesday 7 July 2015.**

Your questions should relate to matters that are relevant to the business of the Extraordinary General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum. A reasonable opportunity will also be provided to Shareholders attending the Extraordinary General Meeting to ask questions of the Board, which the Chairman will seek to address to the extent reasonably practicable. However, there may not be sufficient time to answer all questions at the Extraordinary General Meeting. Please note that individual responses may not be sent to Shareholders.

EXPLANATORY MEMORANDUM
TO NOTICE OF EXTRAORDINARY GENERAL MEETING

Resolutions 1A and 1B	Approval of issue of Options to Directors
Explanation	Resolutions 1A and 1B are ordinary resolutions which seek Shareholder approval pursuant to ASX Listing Rules 10.14 and Chapter 2E of the Corporations Act for the issue of Options to the Company's Non-Executive Directors; specifically 1,000,000 Options to Mr Theo Hnarakis, Non-Executive Chairman, and 1,000,000 Options to Mr Hans De Back, Non-Executive Director. The Hnarakis Options and De Back Options (collectively the **Director Options**) will be issued for nil consideration, and will each be exercisable at a price that is 1.45 times the volume weighted average price (**VWAP**) of Crowd Mobile Shares traded on ASX during the 30 trading days immediately prior to the issue of the Director Options, on or before the 3 year anniversary of the date of issue of the Director Options.
Reason for Resolutions 1A and 1B	Resolutions 1A and 1B seek Shareholder approval for the grant of Options to acquire ordinary Shares under an Executive Share Option Plan (**Plan**) to the Non-Executive Directors, to incentivise these Directors without requiring further cash expenditure by the Company, and to further align the Non-Executive Directors' interests with those of Shareholders. Shareholder approval of the issue of Hnarakis Options and De Back Options is sought for all purposes under the Corporations Act and ASX Listing Rules, including for the following purposes: **<u>ASX Listing Rules</u>** Under Listing Rule 10.14, the acquisition of securities by a Director under an employee incentive scheme such as the Plan requires Shareholder approval. In accordance with the Listing Rules, Shareholders are being asked under Resolutions 1A and 1B to approve the grant of the Hnarakis Options and De Back Options to the relevant Directors and to the extent those Options are exercised, the underlying ordinary Shares. Exception 14 in ASX Listing Rule 7.2 provides that ASX Listing Rule 7.1 does not apply where Shareholder approval for an issue of securities is obtained under ASX Listing Rule 10.14. This means that, if Shareholder approval is obtained for Resolutions 1A and 1B, the issue of the Hnarakis Options and De Back Options and the issue of underlying Shares will not deplete the Company's 7.1 Capacity. ***<u>Corporations Act 2001</u>* <u>(Cth)</u>** Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties of a public company. Section 208 of the Corporations Act prohibits a public company giving a financial benefit to a related party unless one of a number of exceptions applies or Shareholder approval is obtained. A "financial benefit" is defined in the Corporations Act in broad terms and expressly includes a public company issuing securities. Section 208 of the Corporations Act provides that, for a public company to give a financial benefit to a related party of that company, the public company must:

	▪ obtain the approval of members in the way set out in sections 217 to 227; and ▪ give the benefit within 15 months after the approval. For the purpose of this Meeting and in accordance with section 228 of the Corporations Act a related party of the Company includes: ▪ a Director; and ▪ an entity controlled by a Director. Accordingly, Resolutions 1A and 1B seek Shareholder approval for the grant of the Director Options, and to the extent those Options are exercised, the underlying Shares, to Messrs Hnarakis and De Back for the purposes of Chapter 2E of the Corporations Act.
Disclosures made for the purposes of Chapter 2E of the Corporations Act	To enable Shareholder approval to be effectively obtained under Chapter 2E of the Corporations Act, the following information is provided in respect of the Hnarakis Options and the De Back Options: (a) **Recipient of financial benefit** – it is proposed that the Company issue Mr Hnarakis (or his nominees) with 1 million Options under Resolution 1A, and Mr De Back (or his nominees) with 1 million Options under Resolution 1B. (b) **Nature of financial benefits** – the financial benefit proposed to be given to Messrs Hnarakis and De Back are securities in the Company, being Options to acquire Shares upon payment of an exercise price. The number of Options to be granted to each of Messrs Hnarakis and De Back if Resolutions 1A and 1B are respectively approved is 1 million. Each Option is exercisable for one ordinary Share in the Company. The maximum number of Shares that may be issued upon exercise of the Hnarakis Options the subject of Resolution 1A is 1 million, and the maximum number of Shares that may be issued upon exercise of the De Back Options the subject of Resolution 1B is also 1 million. The price payable on the issue of each Option is nil. The price payable on the exercise of each Option is 1.45 times the VWAP of Crowd Mobile Shares traded on ASX during the 30 trading days immediately prior to the issue of the Options. Messrs Hnarakis and De Back may exercise the Options at any time between the date of issue of the Options and the 3 year anniversary of the date of issue of the Options. Upon exercise of the Options, the underlying Shares will rank equally with all other ordinary Shares of the Company on issue. (c) **Directors' recommendations** – Mr Hnarakis is not entitled and does not wish to make a recommendation to Shareholders about Resolution 1A because he has an interest in the outcome of the resolution as he is the proposed recipient of the Hnarakis Options. Mr De Back is not entitled and does not wish to make a recommendation to Shareholders about Resolution 1B because he has an interest in the outcome of the resolution as he is the proposed recipient of the De Back Options. Each of the Directors besides Mr Hnarakis does not wish to make a recommendation to Shareholders about Resolution 1A and each of the Directors besides Mr De Back does not wish to make a recommendation to Shareholders about Resolution 1B, because Resolutions 1A and 1B relate to the remuneration of fellow Directors and it is best practice for company directors to avoid making recommendations about resolutions relating to the remuneration of other directors.

(d) **Dilution to existing shareholders** – If the 2 million Options the subject of Resolutions 1A and 1B are exercised and 2 million underlying Shares are subsequently issued then, based on the Company's fully paid Share capital (which as at the date of this Notice is 85,197,933 Shares), existing Shareholders would be diluted by 2.35%. This is on the basis that no further equity securities are issued from the date of this Notice and that no Options, warrants, performance rights or other convertible notes currently on issue or to be issued are exercised or converted.

(e) **Directors' current interests** – Mr Hnarakis has a relevant interest in 626,275 ordinary Shares in the Company, which amounts to approximately 0.74% of the Company's Share capital at the date of this Notice of Meeting. If Resolution 1A is approved and Mr Hnarakis subsequently exercises the Hnarakis Options (and Mr Hnarakis does not dispose of any shares), Mr Hnarakis will have a relevant interest in 1,626,275 ordinary Shares in the Company which will amount to approximately 1.91% of the Company's Share capital. This is on the basis that no further equity securities are issued from the date of this Notice and that no Options, warrants, performance rights or other convertible notes currently on issue or to be issued are exercised or converted.

Mr De Back does not have a relevant interest in any ordinary Shares in the Company at the date of this Notice of Meeting. If Resolution 1B is approved and Mr De Back subsequently exercises the De Back Options, Mr De Back will have a relevant interest in 1 million ordinary Shares in the Company which will amount to approximately 1.17% of the Company's Share capital. This is on the basis that no further equity securities are issued from the date of this Notice and that no Options, warrants, performance rights or other convertible notes currently on issue or to be issued are exercised or converted.

(f) **Directors' current remuneration** – Mr Hnarakis is engaged as Non-Executive Chairman of the Company, and is paid a base annual remuneration of $120,000 per annum in respect of his services provided, exclusive of superannuation. Mr De Back is engaged as Non-Executive Director of the Company, and is paid a base annual remuneration of $66,000 per annum in respect of his services provided, exclusive of superannuation. Messrs Hnarakis and De Back do not currently receive any other guaranteed remuneration or emoluments from the Company.

Disclosures made for the purposes of ASX Listing Rule 10.15

Director	**Maximum Number of Director Options to be Issued**	**Vesting Criteria**	**Exercise Price**	**Expiry Date**
Theo Hnarakis	1,000,000	None	1.45 times the VWAP of Crowd Mobile Shares traded on ASX during the 30 trading days immediately prior to the issue of the Hnarakis Options	The 3 year anniversary of the date of issue of the Options
Hans De Back	1,000,000	None	1.45 times the VWAP of Crowd Mobile Shares	The 3 year anniversary of the date of

			traded on ASX during the 30 trading days immediately prior to the issue of the De Back Options	issue of the Options

The Director Options will be granted within one month of the date of the Meeting. The Options will not be quoted. Otherwise, the general terms and conditions of all of the Options are set out below.

The only related parties who may participate in the Plan are Directors of the Company. Under the Plan, the Directors of the Company may issue Options to the Directors (including to any of the current directors, being Messrs Theo Hnarakis, Hans De Back and Domenic Carosa) and executives of the Company and its subsidiaries, and to their associated entities.

There is currently no proposal by the Directors to issue any Options under the Plan to any Director or his associates, other than to the parties as described in this Notice of Meeting and Explanatory Memorandum. Any such issue would also require the approval of Shareholders under listing rule 10.14.

There is no loan proposed in relation to the proposed issue of the Director Options.

The Director Options will be granted for nil consideration. There will be no funds raised from the issue of Director Options.

Details of any securities issued under the Plan will be published in each annual report of the Company relating to a period in which such securities have been issued, along with details regarding approval for the issue of those securities which was obtained under ASX Listing Rule 10.14.

Details of the Executive Share Option Plan

Summary of terms of Plan

Set out below is a summary of the terms and conditions of the Plan, including those on which Options may be issued under the Plan.

General

The Plan authorises the Directors of the Company to issue invitations to Directors and executives of the Company and its subsidiaries, and to certain entities of those participants, to apply for Options to subscribe for Shares in the Company.

Participants in the Plan are not required to pay any amount to be granted Options, unless the Directors determine otherwise.

The Directors have the power to determine the number of Options, the exercise price of the Options, the period during which they may be exercised, the expiry date and the terms of Options issued under the Plan.

Limit

The Directors must not issue Options under the Plan if, following the issue of Options, the number of Options held by participants under the Plan would be more than 5% of the total number of Shares then on issue.

Terms and conditions attaching to options

The key terms and conditions of Options that will be issued under the Plan in the future are as follows:

Exercise

If any Option is validly exercised, the Company must issue to the holder 1 Share for each Option exercised within 30 days from the date of receipt by the Company of payment of the exercise price in cleared funds.

Ranking

Shares issued pursuant to the exercise of Options rank equally from their date of issue with all other Shares in the Company then on issue.

Bonus issues

If there is a pro-rata issue of bonus ordinary Shares (namely Shares for which no consideration is payable to the Company) to the ordinary Shareholders in the Company, and if after that time the Option holder validly exercises any Options, the Company must issue to the Option holder (in addition to the number of Shares to which the holder is entitled on exercise) the number of bonus Shares which the Option holder would have received if before the bonus issue they had held the Shares they would have been entitled to had the Options been exercised.

Rights issue

If there is an issue (**Pro-rata Issue**) of Shares for which consideration is payable to the Company and which has first been offered to all Shareholders on a pro-rata basis (other than an issue of shares in lieu or in satisfaction of dividends or by way of dividend reinvestment), the exercise price of each Option existing on the record date for determining entitlements in relation to the Pro-rata Issue will be reduced according to the following formula:

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

where:

O' is the new exercise price of the Option;

O is the old exercise price of the Option;

E is 1 or such other number of Shares into which the Option is exercisable;

P is the average closing price per Share (weighted by reference to volume) during the 5 trading days ending on the day before the "ex rights date" or "ex entitlements date" in relation to the Pro-rata Issue;

S is the subscription price for a Share under the Pro-rata Issue;

D is the dividend (if any) due by the Company but not yet paid on existing Shares (except those to be issued under the Pro-rata Issue); and

N is the number of Shares with rights or entitlements that must be held to receive a right to 1 new Share pursuant to the Pro-rata Issue.

Reconstruction of share capital

If:

- the Company's Shares are converted into a larger or smaller number of Shares, the number of Options immediately prior to the conversion will be converted in the same ratio as the Shares and the exercise price will be adjusted in inverse proportion to that ratio;
- the Company reduces its Share capital by a return of capital to the ordinary Shareholders, the number of Options will remain the same but the exercise price will be reduced by the same amount as the return of capital on each ordinary Share;
- the Company reduces its Share capital by a cancellation of capital that is either lost or not represented by available assets, the number of Options and the exercise price will remain unaltered;
- there is a pro-rata cancellation of Shares, the number of Options will be reduced in the same ratio as the Shares and the exercise price will be amended in inverse proportion to that ratio; or
- there is any other reconstruction or reorganisation of the Company's Share capital, the number of Options or the exercise price or both will be reorganised in such manner as the Directors of the Company consider necessary so that the Option holder will not receive a benefit that the ordinary Shareholders do not receive in connection with the reconstruction or reorganisation.

All entitlements arising in connection with any such reconstruction or reorganisation will be rounded down to the nearest whole number and fractions will be disregarded (subject to the provisions with respect to rounding the entitlements as sanctioned by the meeting of Shareholders approving the reconstruction or reorganisation of the Shares) and in all other respects the terms for exercise of the Options will remain unchanged as a consequence of any reconstruction or reorganisation.

Options not assignable

Unless the Directors determine otherwise, Options are not assignable other than by operation of law.

Expiry date

All Options remaining unexercised by 11.59pm on the expiry date for Options determined by the Directors will lapse and terminate after that time.

Early exercise

Notwithstanding any restrictions on the exercise of Options which would otherwise apply, Options may be exercised if:

- the Company sells its major undertaking;
- the Company enters into a compromise or arrangement under part 5.1 of the Corporations Act; or
- the Company is the subject of a takeover bid under Chapter 6 of the

	Corporations Act.
Valuation	ASIC requires that when seeking Shareholder approval for the issue of securities to a related party pursuant to Chapter 2E, Shareholders must be provided with a valuation of those securities. The Company has estimated a value for the Director Options to be granted under Resolutions 1A and 1B by reference to the Black and Scholes option pricing model based on the following assumptions: **Underlying Security spot price:** 16 cents **Exercise price:** 1.45 times the VWAP of Crowd Mobile Shares traded on ASX during the 30 trading days immediately prior to the issue of the Director Options **Dividend rate:** 0% **Risk free rate:** 2.08% **Expiry date:** The 3 year anniversary of the date of issue of the Options **Volatility factor:** 50% Based on the above assumptions, the Director Options have been valued at 3.8065 cents per Director Option. In total, the proposed benefits to be given to each of the Directors based on this valuation method are as follows: **Mr Theo Hnarakis:** $38,065 **Mr Hans de Back:** $38,065 **How the volatility factor was reached:** The volatility factor was determined as at 27 May 2015, being the latest practicable date by which the Company was able to obtain a valuation for the purposes of this Notice of Meeting. The four months low share price of a Crowd Mobile Share since the Company's reinstatement to official quotation on ASX on 22 January 2015 was 15.0 cents on 11/12 May 2015 (as well as on 15/18 May 2015 and 21/22 May 2015 respectively) and the four months high was 23.0 cents on 3/17 February 2015. The four months volatility to 27 May 2015 that was calculated using an option volatility calculator is 45.78%. Crowd Mobile's Share price is sensitive to ASX announcements, particularly with its expansion of its multiple language capabilities with its enlarged crowd sourced expert network which has now over 800 experts globally. After taking into account the various ASX announcements, the volatility calculators, the relatively medium term of the Options, and the general trend in the shares of the companies in similar businesses and trading on the ASX over the past three and six months, the fair volatility factor for the purpose of valuation as at 27 May 2015 has been determined to be 50%.
Basis of financial benefit	The number of Options to be granted to each of Messrs Hnarakis and De Back and their terms were determined only by the Directors independent of each resolution, with the relevant Director in each case abstaining from the determination relating to the issue of Options to him. The number of Options to be issued to each of Messrs Hnarakis and De Back was determined based on each Non-Executive Director's expected contribution to the Company; the likely/expected impact that this will have on the Company's performance, including on the Company's Share price performance; and the level of fees

	being received by the Non-Executive Directors. The primary purpose of the grant of the Director Options to the Non-Executive Directors is as an incentive for those Directors to provide dedicated and ongoing commitment and effort to the Company, particularly as the Company undergoes a significant growth phase which is expected to involve the Non-Executive Directors expending time and effort in performing director duties, in excess of what would typically be required in non-executive roles. In addition, the remuneration each receives for performing their duties as a Non-Executive Director is considered by the Board to be below the average remuneration levels for directors of companies with similar market capitalisation to the Company's. Given this purpose, the Directors do not consider that there is any material opportunity cost or benefit foregone to the Company in granting the Director Options. The Directors note that the exercise price of the Director Options (being 1.45 times the VWAP of Crowd Mobile Shares traded on ASX during the 30 trading days immediately prior to the issue of the Director Options) will be higher than the VWAP of the Company's Shares at the time of issue of the Options. The Directors independent to each of Resolutions 1A and 1B consider the particular number and terms of the Options to be granted to constitute an appropriate number to adequately incentivise the Directors in question in light of their skill, experience and reputation and when considered together with their remuneration as Directors as detailed above. An alternative to the issue of Director Options to the Non-Executive Directors would be to simply increase their remuneration. However, given the current stage of development and growth of the Company, and the necessity for cash reserves to be preserved for the Company's general working capital requirements as well as to fund potential acquisition opportunities that may be identified, the Board has determined that there should be no increase in fees paid to the Non-Executive Directors at this time. Instead, the Board has determined that Non-Executive Directors should be issued with a number of Director Options to act as a reward for past performance, as a long term incentive and as a retention mechanism and to compensate for the current remuneration levels for all Directors which are considered to be below the average levels for directors of other similarly market capitalised companies. The Board acknowledges that the grant of Options to the Non-Executive Directors is contrary to the ASX Corporate Governance Principles and Recommendations which recommend that non-executive directors should normally be remunerated by way of fees, should not participate in schemes designed for remuneration of executives and should not receive options or performance rights. However, the Board considers the grant of the Options constitutes cost effective consideration to the Directors for their ongoing commitment and contribution to the Company and, for the reasons above, constitutes reasonable remuneration to the Directors in the circumstances of the Company and the Directors (including their responsibilities as Directors of the Company). If Shareholders do not approve the issue of Director Options to the Directors, the Board may increase the level of fees received by the Non-Executive Directors.
Other information	The Directors are not aware of any other information that is reasonably required by Shareholders to allow them to make a decision as to whether it is in the best interests of the Company to pass Resolutions 1A and 1B.

Specific information required under ASX Listing Rules for Resolution 1A – Approval of Hnarakis Options	
Specific information required by ASX Listing Rule 10.15	In accordance with ASX Listing Rule 10.15, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 10.14, the following information is provided to Shareholders: **Maximum no. of securities to be issued**: 1,000,000 Options **Date by which securities will be issued**: If Shareholder approval is obtained for Resolution 1A, the Company will issue the Hnarakis Options as soon as is practicable after the Extraordinary General Meeting, or in any event no later than 1 month after the date of the Extraordinary General Meeting (or such longer period of time as ASX may in its discretion allow). **Issue price per security**: The Hnarakis Options will be issued for nil consideration to incentivise the Director and to align his interests with Shareholders without requiring further cash expenditure by the Company. **Recipient of issue**: Mr Theo Hnarakis, Non-Executive Chairman, or his nominee(s). **Terms of securities**: The Hnarakis Options will each be exercisable at 1.45 times the VWAP of Crowd Mobile Shares traded on ASX during the 30 trading days immediately prior to the issue of the Hnarakis Options on or before the 3 year anniversary of the date of issue of the Options. The Company will not apply to ASX for quotation of the Options. The underlying Shares issued upon the exercise of the Options will be quoted and will rank equally with all existing Shares on issue in the Company. **Use of funds raised**: The Hnarakis Options are to be issued for nil consideration. Accordingly, no funds will be raised from the issue of the Hnarakis Options. However, the Company will raise funds from the exercise of the Options. The Company expects that such funds will be applied towards its working capital requirements. **Voting Exclusion Statement**: A voting exclusion statement applies to this item of business, as set out in the Notice.
Board Recommendation	For the aforementioned reasons, the Directors do not wish to make a recommendation to Shareholders about the proposed Resolution 1A.
Chairman's available proxies	The Chairman of the meeting intends to vote all available proxies in favour of this Resolution 1A.

Specific information required under ASX Listing Rules for Resolution 1B – Approval of De Back Options	
Specific information required by ASX Listing Rule 10.15	In accordance with ASX Listing Rule 10.15, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 10.14, the following information is provided to Shareholders: **Maximum no. of securities to be issued**: 1,000,000 Options **Date by which securities will be issued**: If Shareholder approval is obtained for Resolution 1B, the Company will issue the De Back Options as soon as is practicable after the Extraordinary General Meeting, or in any event no later than 1 month after the date of the Extraordinary General Meeting (or such longer period of time as ASX may in its discretion allow). **Issue price per security**: The De Back Options will be issued for nil consideration to incentivise the Director and to align his interests with Shareholders without requiring further cash expenditure by the Company. **Recipients of issue**: Mr Hans De Back, Non-Executive Director **Terms of securities**: The De Back Options will each be exercisable at 1.45 times the VWAP of Crowd Mobile Shares traded on ASX during the 30 trading days immediately prior to the issue of the De Back Options on or before the 3 year anniversary of the date of issue of the Options. The Company will not apply to ASX for quotation of the Options. The underlying Shares issued upon the exercise of the Options will be quoted and will rank equally with all existing Shares on issue in the Company. **Use of funds raised**: The De Back Options are to be issued for nil consideration. Accordingly, no funds will be raised from the issue of the De Back Options. However, the Company will raise funds from the exercise of the Options. The Company expects that such funds will be applied towards its working capital requirements. **Voting Exclusion Statement**: A voting exclusion statement applies to this item of business, as set out in the Notice.
Board Recommendation	For the aforementioned reasons, the Directors do not wish to make a recommendation to Shareholders about the proposed Resolution 1B.
Chairman's available proxies	The Chairman of the meeting intends to vote all available proxies in favour of this Resolution 1B.

Resolution 2	Approval of issue of Secretary Options
Explanation	Resolution 2, which is an ordinary resolution, seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of 500,000 Options to Ms Sophie Karzis, Company Secretary of the Company. The Secretary Options will be issued for nil consideration, and will each be exercisable at 1.45 times the VWAP of Crowd Mobile Shares traded on ASX during the 30 trading days immediately prior to the issue of the Secretary Options on or before the 3 year anniversary of the date of issue of the Options.
Reason for Resolution 2	The effect of Resolution 2 will be to allow the Company to issue the Secretary Options during the period of 3 months after the Extraordinary General Meeting (or a longer period if allowed by ASX) without using the Company's 7.1 Capacity.
Specific information required by ASX Listing Rule 7.3	In accordance with ASX Listing Rule 7.3, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.1, the following information is provided to Shareholders:

Maximum no. of securities to be issued	500,000 Options
Date by which securities will be issued	If Shareholder approval is obtained for Resolution 2, the Company will issue the Secretary Options as soon as is practicable after the Extraordinary General Meeting, or in any event no later than 3 months after the date of the Extraordinary General Meeting (or such longer period of time as ASX may in its discretion allow).
Issue price per security	The Secretary Options will be issued for nil consideration to incentivise the Company Secretary and to align her interests with Shareholders without requiring further Company expenditure.
Recipient	Ms Sophie Karzis, Company Secretary
Terms of securities	The Secretary Options will each be exercisable at 1.45 times the VWAP of Crowd Mobile Shares traded on ASX during the 30 trading days immediately prior to the issue of the Secretary Options on or before the 3 year anniversary of the date of issue of the Options. The Company will not apply to ASX for quotation of the Options. The underlying Shares issued upon the exercise of the Options will rank equally with all existing Shares on issue in the Company.
Use of funds raised	The Secretary Options are to be issued for nil consideration. Accordingly, no funds will be raised from the issue of the Secretary Options. However, the Company will raise funds from the exercise of the Options. The Company expects that such funds will be applied towards its working capital requirements.
Voting Exclusion Statement	A voting exclusion statement applies to this item of business, as set out in the Notice.

Board Recommendation	The Directors believe that it is in the best interests of the Company to preserve its 7.1 Capacity. In addition, the Directors note that the exercise of the Secretary Options will provide a source of revenue for the Company whilst further aligning the interests of the Company Secretary with that of existing Shareholders. On the basis of the foregoing, the Directors unanimously recommend that Shareholders vote in favour of Resolution 2.
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 2.

Resolutions 3 – 5	**Ratification of issue of previous issues of securities**
Explanation	The Company seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for previous issues of securities made by the Company during the last 12 months under the Company's capacity to issue Shares under ASX Listing Rule 7.1, which provides that a company must not, subject to specified exceptions under ASX Listing Rule 7.2, issue or agree to issue Shares during any 12 month period in excess of 15% of the number of Shares on issue at the commencement of that 12 month period without Shareholder approval (**7.1 Capacity**). ASX Listing Rule 7.4 sets out an exception to the limitations on the Company's capacity to issue securities pursuant to its 7.1 Capacity, by permitting the ratification of previous issues of securities which were not made under a prescribed exception under ASX Listing Rule 7.2 or with Shareholder approval, provided that such issues did not breach the Company's 7.1 Capacity. If Shareholders of a company approve the ratification of such previous issues of securities at a general meeting, those Shares will be deemed to have been issued with Shareholder approval for the purposes of ASX Listing Rule 7.1. Accordingly, if Shareholders ratify the previous issues of securities made by Crowd Mobile by way of approving Resolutions 3 – 5 (inclusive), such securities will be deemed to have been issued with Shareholder approval for the purposes of ASX Listing Rule 7.1.
Reasons for Resolutions 3 – 5	The effect of the ratifications sought under Resolutions 3 – 5 (inclusive) in accordance with ASX Listing Rule 7.4 is the reinstatement of the Company's maximum 7.1 Capacity; this will effectively enable the Company to issue further Shares of up to 15% of the issued capital of the Company, if required, in the next 12 months without requiring Shareholder approval.
Voting Exclusions	Voting exclusions apply to each of Resolutions 3 – 5 (inclusive), as set out in the Notice.

Board Recommendation	The Directors believe that it is in the best interests of the Company that the Directors maintain their ability to issue up to 15% of the issued capital of the Company under ASX Listing Rule 7.1. The Directors consider it to be appropriate and prudent for approval to be sought at the Extraordinary General Meeting, in respect of the relevant issues of securities made by the Company in the last 12 months. The Directors believe this approval will enhance the Company's flexibility to raise equity capital, should the Directors consider that it is in the best interests of the Company to do so. In particular, the Directors note that if this approval is not obtained at the Extraordinary General Meeting, the Company may be required to incur the additional costs and delay of convening another extraordinary general meeting of the Company if the Directors propose to issue securities which do not fall under an exception to the 15% rule in ASX Listing Rule 7.2. On the basis of the foregoing, the Directors unanimously recommend that Shareholders vote in favour of Resolutions 3 – 5 (inclusive).
Chairman's available proxies	The Chairman of the Extraordinary General Meeting intends to vote all available proxies in favour of Resolutions 3 – 5 (inclusive).
Specific information for Resolution 3 – Ratification of issue of Placement Shares	
Explanation	The Company seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of 10,000,000 fully paid ordinary Shares on 5 March 2015 under a placement to sophisticated and professional investors to raise capital to fund acquisition opportunities and for working capital (**Placement**). For further information, refer to the Company's ASX announcement dated 25 February 2015.
Effect of Shareholder approval	If Shareholder approval is obtained under Resolution 3, the issue of Placement Shares will be excluded from the calculation of the Company's 7.1 Capacity.
Information required to be provided under the ASX Listing Rules 7.5	In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to Shareholders: **No. of securities issued**: 10,000,000 Shares **Issue price per security**: $0.20 per Share (total consideration: $2,000,000) **Recipients of issue**: Various sophisticated investors and professional investors introduced to the Company by the Company's Lead Manager, D.J. Carmichael Pty Limited. **Terms of securities**: Fully paid ordinary Shares ranking pari-passu with other existing fully paid ordinary Shares in the Company **Use of funds raised**: The funds are to be used to fund acquisition opportunities and for working capital purposes.

<table>
<tr><td></td><td>Voting Exclusion Statement</td><td>A voting exclusion statement applies to this item of business, as set out in the Notice.</td></tr>
<tr><th colspan="3">Specific information for
Resolution 4 – Ratification of issue of Consideration Shares</th></tr>
<tr><td>Explanation</td><td colspan="2">The Company seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of 125,000 fully paid ordinary Shares on 5 March 2015 as consideration to the KissHugs Vendor in respect of the Company's acquisition of KissHugs, as announced by the Company on 23 January 2015.</td></tr>
<tr><td>Effect of Shareholder approval</td><td colspan="2">If Shareholder approval is obtained under Resolution 4, the issue of Placement Shares will be excluded from the calculation of the Company's 7.1 Capacity.</td></tr>
<tr><td rowspan="7">Information required to be provided under the ASX Listing Rules 7.5</td><td colspan="2">In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to Shareholders:</td></tr>
<tr><td>No. of securities issued</td><td>125,000 Shares</td></tr>
<tr><td>Issue price per security</td><td>The Shares were issued for nil cash consideration and at a deemed issue price of $0.20 per Share</td></tr>
<tr><td>Recipients of issue</td><td>KissHugs Vendor</td></tr>
<tr><td>Terms of securities</td><td>Fully paid ordinary Shares ranking pari-passu with other existing fully paid ordinary Shares in the Company</td></tr>
<tr><td>Use of funds raised</td><td>No funds were raised by the issue of the Consideration Shares</td></tr>
<tr><td>Voting Exclusion Statement</td><td>A voting exclusion statement applies to this item of business, as set out in the Notice</td></tr>
<tr><th colspan="3">Specific information for
Resolution 5 – Ratification of issue of Lead Manager Options</th></tr>
<tr><td>Explanation</td><td colspan="2">The Company seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of 1,000,000 Options made by the Company on 5 March 2015 as part consideration for services provided by D.J. Carmichael Pty Limited, the lead manager of the Placement.</td></tr>
<tr><td>Effect of Shareholder approval</td><td colspan="2">If Shareholder approval is obtained under Resolution 5, the issue of Placement Shares will be excluded from the calculation of the Company's 7.1 Capacity.</td></tr>
<tr><td rowspan="2">Information required to be provided under the ASX Listing Rules 7.5</td><td colspan="2">In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to Shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to Shareholders:</td></tr>
<tr><td>No. of securities issued</td><td>1,000,000 Options</td></tr>
</table>

	Issue price per security	The Options were issued for nil cash consideration as part consideration for the services provided by the lead manager of the Placement.
	Recipient of issue	D.J. Carmichael Pty Limited
	Terms of securities	The Lead Manager Options will be exercisable at $0.25 each on or before 4 March 2018. The Company will not apply to ASX for quotation of the Options. The underlying Shares issued upon the exercise of the Options will be quoted and will rank equally with all existing Shares on issue in the Company.
	Use of funds raised	No funds were raised by the issue of the Lead Manager Options
	Voting Exclusion Statement	A voting exclusion statement applies to this item of business, as set out in the Notice.

Definitions

7.1 Capacity	Means the Company's capacity to issue Shares under ASX Listing Rule 7.1.
ASX	Means ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited.
Company or Crowd Mobile	Means Crowd Mobile Limited ACN 083 160 909.
Constitution	Means the Company's constitution.
Corporations Act	Means the *Corporations Act 2001* (Cth).
Consideration Shares	Means the 125,000 Shares the subject of Resolution 4, which were issued to the KissHugs Vendor on 5 March 2015.
Closely Related Party (of a member of KMP of an entity)	Has the definition given to it by section 9 of the Corporations Act, and means: (a) a spouse or child of the member; or (b) a child of the member's spouse; or (c) a dependant of the member or of the member's spouse; or (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or (e) a company the member controls; or (f) a person prescribed by the regulations for the purposes of this definition (nothing at this stage).

De Back Options	Means 1,000,000 Options the subject of Resolution 1B which are proposed to be issued to Mr Hans De Back, each exercisable at 1.45 times the VWAP of Crowd Mobile Shares traded on ASX during the 30 trading days immediately prior to the issue of the Options on or before the 3 year anniversary of the date of issue of the Options.
Director Options	Means the De Back Options and the Hnarakis Options.
Executive Share Option Plan	Means the executive share option plan detailed in relation to Resolutions 1A and 1B in the Explanatory Memorandum.
Hnarakis Options	Means 1,000,000 Options the subject of Resolution 1A which are proposed to be issued to Mr Theo Hnarakis, each exercisable at 1.45 times the VWAP of Crowd Mobile Shares traded on ASX during the 30 trading days immediately prior to the issue of the Options on or before the 3 year anniversary of the date of issue of the Options.
Secretary Options	Means 500,000 Options, the subject of Resolution 2, which are proposed to be issued to Ms Sophie Karzis, each exercisable at 1.45 times the VWAP of Crowd Mobile Shares traded on ASX during the 30 trading days immediately prior to the issue of the Options on or before the 3 year anniversary of the date of issue of the Options.
Key Management Personnel or KMP	Means those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any director (whether executive or otherwise) of that entity.
KissHugs Business	Means the business and assets of www.KissHugs.com which the Company has acquired from the KissHugs Vendor. See the Company's ASX announcement dated 23 January 2015 for further information.
KissHugs Vendor	Means Big Colors Limited (Hong Kong).
Lead Manager Options	Means 1,000,000 Options, the subject of Resolution 5, which were issued to D.J. Carmichael Pty Limited on 5 March 2015, exercisable at $0.25 each on or before 4 March 2018.
Option	Means an Option to acquire a fully paid ordinary share in the Company
Placement	Means the issue of 10,000,000 Shares on 5 March 2015 to sophisticated and professional investors to raise capital to fund acquisition opportunities and for working capital. For further detail see the Company's ASX announcement dated 25 February 2015.
Placement Shares	Means the 10,000,000 Shares the subject of Resolution 3, which were issued pursuant to the Placement on 5 March 2015.
Plan	Means the Employee Share Option Plan.
Shareholder	Means a holder of Shares.
Share	Means a fully paid ordinary share in the capital of Crowd Mobile.

CrowdMobile

All Correspondence to:

By Mail Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

By Fax: +61 2 9290 9655

Online: www.boardroomlimited.com.au

By Phone: (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:30 am AEST on Tuesday 7 July 2015.**

TO VOTE ONLINE

STEP 1: VISIT www.votingonline.com.au/crowdmobileegm2015

STEP 2: Enter your holding/investment type:

STEP 3: Enter your Reference Number:

STEP 4: Enter your VAC:

PLEASE NOTE: For security reasons it is important you keep the above information confidential.

BY SMARTPHONE

Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.
If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:
(a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
(b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:
Individual: This form is to be signed by the securityholder.
Joint Holding: where the holding is in more than one name, all the securityholders should sign.
Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.
Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:30 am AEST on Tuesday, 7 July 2015.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

Online www.votingonline.com.au/crowdmobileegm2015

By Fax + 61 2 9290 9655

By Mail Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

In Person Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Crowd Mobile Limited
ACN 083 160 909

☐ **Your Address**
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Crowd Mobile Limited** (Company) and entitled to attend and vote hereby appoint:

☐ the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Extraordinary General Meeting of the Company to be held at **RSM Bird Cameron Partners, Level 21, 55 Collins Street, Melbourne, Victoria, 3000 on Thursday, 9 July, 2015 at 11:30am AEST** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1A	Approval for the issue of 1,000,000 Options to Mr Theo Hnarakis, Non Executive Chairman of the Company	☐	☐	☐
Resolution 1B	Approval for the issue of 1,000,000 Options to Mr Hans De Back, Non Executive Director of the Company	☐	☐	☐
Resolution 2	Approval for the Issue of 500,000 Options to Ms Sophie Karzis, Company Secretary of the Company	☐	☐	☐
Resolution 3	Ratification of Issue of Placement Shares	☐	☐	☐
Resolution 4	Ratification of Issue of Consideration Shares	☐	☐	☐
Resolution 5	Ratification of Issue of Lead Manager Options	☐	☐	☐

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

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

Contact Name…………………………………………….... Contact Daytime Telephone……………………….............................. Date / / 2015