
OTOC LIMITED

ACN 122 958 178

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10.00 am (WST)

DATE: Wednesday, 23 November 2016

PLACE: The University Club of Western Australia
Ground Floor, Seminar Room 3
Hackett Drive (Entrance #1)
Crawley, Western Australia, 6009

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

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary, Lisa Wynne on (+61 8) 9317 0626.

TIME AND PLACE OF MEETING

Notice is given that the Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10.00am (WST) on Wednesday, 23 November 2016 at:

The University Club of Western Australia
Ground Floor, Seminar Room 3
Hackett Drive (Entrance #1)
Crawley, Western Australia, 6009

Terms and abbreviations used in this Notice of Meeting are defined in the Glossary.

ITEMS OF BUSINESS

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial period from 1 July 2015 to 30 June 2016 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report, as contained in the Company's annual financial report for the financial year ended 30 June 2016."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

3. RESOLUTION 2 – CHANGE OF COMPANY NAME

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

"That, for the purposes of section 157(1)(a) of the Corporations Act and for all other purposes, approval is given for the Company's name to be changed from OTOC Limited to Veris Limited and the Constitution of the Company be amended to reflect the change of name of the Company to Veris Limited by changing all references to OTOC Limited in the Constitution to Veris Limited."

4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR DEREK LA FERLA

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

"That, for the purpose of ASX Listing Rule 14.5 and clause 13.2 of the Constitution and for all other purposes, Mr Derek La Ferla, a Director, retires by rotation, and being eligible, is re-elected as a Director."

5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES – LINKER SURVEYING ACQUISITION

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

"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 2,222,222 Shares to the Linker Surveying Vendors on the terms and conditions set out in the Explanatory Statement."

6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES – LAWRENCE GROUP ACQUISITION

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

"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 4,950,495 Shares to the Lawrence Group Vendors on the terms and conditions set out in the Explanatory Statement."

7. RESOLUTION 6 – RATIFICATION OF THE PRIOR ISSUE OF SHARES TO UNDERWRITER OF THE DRP

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 3,532,005 Shares to Veritas Securities Limited pursuant to the underwriting arrangements for the DRP."

8. RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

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

"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 44,444,445 Shares to professional and sophisticated investors on the terms and conditions set out in the Explanatory Statement."

9. RESOLUTION 8 – APPROVAL OF 10% PLACEMENT CAPACITY

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

"That, for the purpose of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement."

10. RESOLUTION 9 – AGGREGATE MAXIMUM AMOUNT OF NON-EXECUTIVE DIRECTORS' FEES

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, for the purposes of clause 13.8 of the Constitution, ASX Listing Rule 10.17 and for all other purposes, Shareholders approve the increase in the aggregate maximum amount of non-executive directors fees from \$250,000 per annum (plus superannuation guarantee charge contributions) to \$500,000 per annum (inclusive of superannuation contributions), to be allocated among the non-executive directors as they agree in accordance with the terms and conditions set out in the Explanatory Statement."

VOTING EXCLUSION STATEMENTS

Resolution 1: Adoption of Remuneration Report (non-binding resolution)

Voting Prohibition Statement: A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **Voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (b) the Voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, or if the Company is part of a consolidated entity, for the entity.

Resolution 4: Ratification of prior issue of Shares – Linker Surveying Acquisition

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting 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 prior issue of Shares – Lawrence Group Acquisition

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting 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: Ratification of the prior issue of Shares to underwriter of the DRP

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting 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 7: Ratification of the prior issue of Shares – Placement

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting 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 8: Approval of 10% Placement Capacity

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the issue of Equity Securities under this Resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decide.

Resolution 9: Proposed increase in board remuneration

Voting Exclusion:

The Company will disregard any votes cast on Resolution 9 by a Director of the Company and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting 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.

Voting Prohibition Statement: A person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 9 if:

- (a) the proxy is either:
 - (i) a member of the Key Management Personnel; or
 - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on these Resolutions.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

IMPORTANT INFORMATION

YOUR VOTE IS IMPORTANT

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

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4.00pm (WST) on 21 November 2016.

VOTING IN PERSON

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

VOTING BY PROXY

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

New sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Annual General Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Return of Proxy Form

Proxies should be returned as follows:

Online: www.investorvote.com.au

By mail: Share Registry – Computershare Investor Services Pty Limited,
GPO Box 242, Melbourne Victoria 3001, Australia

By fax: 1800 783 447 (within Australia)
+61 3 9473 2555 (outside Australia)

By mobile: Scan the QR Code on your proxy form and follow the prompts

Custodian voting: For Intermediary Online subscribers only (custodians) please visit
www.intermediaryonline.com to submit your voting intentions

So that it is received not less than 48 hours prior to commencement of the Meeting.

Proxy forms received later than this time will be invalid.

DATED: 13 OCTOBER 2016

BY ORDER OF THE BOARD

LISA WYNNE

COMPANY SECRETARY

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 10.00am (WST) on Wednesday, 23 November 2016 at The University Club of Western Australia, Ground Floor, Seminar Room 3, Hackett Drive (Entrance #1), Crawley, Western Australia, 6009.

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

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the period from 1 July 2015 to 30 June 2016 together with the Directors' declaration, the Directors' report, the Remuneration Report and the auditor's Report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.otoc.com.au or on the ASX Platform for OTOC Limited (ASX:OTC) at www.asx.com.au.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and Key Management Personnel of the Company. The Remuneration Report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2016.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

2.2 Voting consequences

Under the Corporations Act 2001, the vote on this Resolution is advisory only and does not bind the Board or OTOC. However the Board, Remuneration Committee and Nomination Committee will take the outcome of the vote into account when considering future remuneration policies.

Shareholders should note that if 25% or more of the votes cast on this resolution are against adoption of the Remuneration Report, the first element in the Board spill provision introduced in 2011 (known generally as the 'two strikes rule') will be triggered. This would require a resolution on whether to hold a further meeting to spill the Board (**Spill Resolution**) to be put to shareholders at the 2017 annual general meeting if a 'second strike' was to occur at the 2017 annual general meeting.

2.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

2.4 Proxy Restrictions

Shareholders appointing a proxy for Resolution 1 should note the following:

Proxy	Directions given	Undirected
Key Management Personnel ¹	Vote as directed	Not able to vote ³
Chair ²	Vote as directed	Able to vote at discretion of Proxy ⁴
Other	Vote as directed	Able to voted at discretion of Proxy

Notes:

¹ Refers to Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member.

² Refers to the Chair (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report), or a Closely Related Party of such a member).

³ Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

⁴ The Proxy Form notes it is the Chair's intention to vote all undirected proxies in favour of all Resolutions.

3. RESOLUTION 2 – CHANGE OF COMPANY NAME

3.1 General

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

The Company proposes to change its name from OTOC Limited to Veris Limited.

The OTOC Group has experienced outstanding growth in its professional services business, establishing a truly national footprint of offices with highly recognised reputations for the service and expertise they deliver.

The professional services companies that make up the OTOC Group will be rebranded to create a strong identity as a national organisation. The new identity will provide a platform to demonstrate the national reach and capability of our business, which can now provide quality services to clients in all states and territories across Australia.

As an established and successful company in its defined sectors, the Infrastructure Division, OTOC, will not be impacted by branding changes and will retain the well respected and recognised OTOC brand.

Veris is a derivative of several Latin words that translate to represent strength of conviction, truth, accuracy and reliability. The Veris name and identity represent such attributes as robust, definite, true, accurate and justified, which reflects who we are, what we stand for and how we conduct our business. It is these attributes that will become recognised as the Veris brand experience.

In all aspects of our business, we are passionately committed to developing our Company, in order to deliver superior, sustainable returns to our stakeholders.

3.2 Technical Information

Resolution 2 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 2 for it to be passed.

In accordance with section 157(3) of the Corporations Act, the change of name will take effect when ASIC alters the details of the Company's registration. The name Veris Limited has been reserved by the Company.

The Board will also request that ASX change the Company's ASX Listing code from 'OTC' to 'VRL' after the change of name takes effect. The ASX Listing Code 'VRL' has been reserved by the Company.

3.3 Directors Recommendation

The Board unanimously recommends that shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 - RE-ELECTION OF DIRECTOR – MR DEREK LA FERLA

ASX Listing Rule 14.5 provides that an entity which has directors must hold an election of directors at each annual general meeting.

Clause 13.2 of the Constitution requires that at the Company's annual general meeting in every year, one-third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election.

In determining the number of Directors to retire, no account is to be taken of:

- (a) a Director who only holds office until the next annual general meeting pursuant to clause 13.4 of the Constitution; and/or
- (b) a Managing Director,

each of whom are exempt from retirement by rotation. However, if more than one Managing Director has been appointed by the Directors, only one of them (nominated by the Directors) is entitled to be excluded from any determination of the number of Directors to retire and/or retirement by rotation.

The Company currently has four (4) Directors and accordingly one must retire.

Derek La Ferla, the Director longest in office since his last election, retires by rotation and seeks re-election.

Mr La Ferla is an experienced corporate lawyer and company director with more than 30 years' experience. He has held senior positions with some of Australia's leading law firms, and is currently a Partner with Western Australian firm, Lavan Legal, in the firm's Corporate Services Group.

Mr La Ferla also serves as the chairman of Sandfire Resources Limited and Threat Protect Australia Limited and is a director of Goldfields Money Limited.

He is a fellow of the Australian Institute of Company Directors (AICD) and member of the AICD Western Australian Council.

Mr La Ferla was first appointed as a director of the Company on 28 October 2011 and retired by rotation and was re-elected at the Company's 2014 annual general meeting. The other Directors consider Mr La Ferla to be an independent director of the Company.

The Board support Mr La Ferla's re-election and recommend that Shareholders vote in favour of Resolution 3.

5. RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES – LINKER SURVEYING ACQUISITION

5.1 General

On 29 March 2016, the Company announced it had acquired a New South Wales surveying firm, Linker Surveying, consolidating OTOC's national footprint and building a significant presence in the important Sydney residential surveying market.

The consideration for the acquisition of Linker Surveying was \$3,000,000 in cash and \$400,000 in fully paid ordinary shares in the capital of the Company (**Shares**). In accordance with the terms of the acquisition, the Company issued 2,222,222 Shares (**Linker Shares**) at the time of completion of the acquisition of Linker Surveying on 2 May 2016 at a deemed issue price of \$0.18 per Linker Share.

The Linker Shares are subject to voluntary restriction arrangements and are restricted until 1 May 2018.

The Linker Shares were issued pursuant to the Company's capacity under ASX Listing Rule 7.1.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

Resolution 4 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Linker Shares (**First Ratification**).

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

5.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the First Ratification:

- (a) 2,222,222 Shares were issued;
- (b) the deemed issue price was \$0.18 per Linker Share although the Linker Shares were issued for nil cash consideration pursuant to the acquisition of Linker Surveying;
- (c) the Linker Shares issued were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Linker Shares were issued to the holders of 100% of the issued capital of Linker Surveying (**Linker Surveying Vendors**), none of whom are related parties of the Company; and
- (e) no funds were raised from this issue as the Linker Shares were issued as part consideration for the acquisition of Linker Surveying.

5.3 Directors recommendation

The Directors recommend that Shareholders vote in favour of Resolution 4, as it allows the Company to ratify the above issue of securities and retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months.

6. RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES – LAWRENCE GROUP ACQUISITION

6.1 General

On 30 June 2016, the Company announced it had completed a further acquisition, in NSW, as part of its strategy to create a premium national surveying business by agreeing to acquire Lawrence Group, a multi-disciplinary surveying consultancy with expertise in residential and commercial construction, civil infrastructure and land development.

The consideration for the acquisition of Lawrence Group was \$3,850,000 in cash and \$1,000,000 in Shares. In accordance with the terms of the agreement, the Company issued 4,950,495 Shares (**Lawrence Shares**) at the time of completion of the acquisition of Lawrence Group on 29 July 2016 at a deemed price of \$0.202 per Lawrence Share.

The Lawrence Shares are subject to voluntary restriction arrangements being restricted until 30 July 2017.

The Lawrence Shares were issued pursuant to the Company's capacity under ASX Listing Rule 7.1.

Resolution 5 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Lawrence Shares (**Second Ratification**).

A summary of ASX Listing Rules 7.1 and 7.4 is set out in section 5.1 above.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

6.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Second Ratification:

- (a) 4,950,495 Shares were issued;
- (b) the deemed issue price was \$0.202 per Lawrence Share although the Lawrence Shares were issued for nil cash consideration pursuant to the acquisition of Lawrence Group;
- (c) the Lawrence Shares issued were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Lawrence Shares were issued to the holders of 100% of the issued capital of Lawrence Group (**Lawrence Group Vendors**), who are not related parties of the Company; and
- (e) no funds were raised from this issue as the Lawrence Shares were issued as part consideration for the acquisition of Lawrence Group.

6.3 Directors recommendation

The Directors recommend that Shareholders vote in favour of Resolution 5, as it allows the Company to ratify the above issue of securities and retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months.

7. RESOLUTION 6 – RATIFICATION OF THE PRIOR ISSUE OF SHARES TO UNDERWRITER OF THE DRP

7.1 General Background

On 16 August 2016, the Company declared a fully franked dividend of 0.5 cents per shares, payable on 12 September 2016, on all Shares registered on the Company's share register at the close of business on 29 August 2016 (**FY16 Dividend**). The price determined for the allotment of Shares under the DRP was \$0.3002 per Share.

As announced on 7 September 2016, OTOC engaged Veritas Securities Limited to underwrite the Company's Dividend Reinvestment Plan (**DRP**) for the Company's FY16 Dividend.

The rate of participation by the Company's Shareholders in the FY16 Dividend was 22.5% of all issued Shares in the Company. As such, a total of 1,024,415 Shares are expected to be issued to Shareholder's under ASX Listing Rule 7.2, Exception 7. Veritas Securities Limited subscribed for the shortfall under the FY16 Dividend pursuant to the DRP Underwriting Agreement.

On 12 September 2016 the Company issued 3,532,005 Shares (**DRP Underwritten Shares**) by way of placement pursuant to the DRP Underwriting Agreement to Veritas Securities Limited. Veritas Securities Limited participation, together with the participation by Shareholders, resulted in an amount equal to the dividend being reinvested back into the OTOC business.

Resolution 6 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those DRP Underwritten Shares issued under ASX Listing Rules 7.1 (**Third Ratification**).

A summary of ASX Listing Rules 7.1 and 7.4 is set out in section 5.1 above.

By ratifying the issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

7.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Third Ratification:

- (a) a total of 3,532,005 Shares were issued;

- (b) the issue price was \$0.3002 per DRP Underwritten Share;
- (c) the DRP Underwritten Shares issued were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the DRP Underwritten Shares were issued to Veritas Securities Limited. Veritas Securities Limited is not a related party of the Company; and
- (e) the funds raised from this issue were used to fund capital raising costs of the Placement and will be used for future acquisitions in-line with OTOC's national surveying strategy and for general corporate purposes.

7.3 Directors recommendation

The Directors recommend that Shareholders vote in favour of Resolution 6, as it allows the Company to ratify the above issue of Shares and retain the flexibility to issue further securities representing up to 15% of the Company's share capital during the next 12 months.

8. RESOLUTION 7 – RATIFICATION OF THE PRIOR ISSUE OF PLACEMENT SHARES

8.1 General Background

As announced on 26 September 2016, the Company received commitments to raise \$12,000,000 through the issue of 44,444,445 Shares (**Placement Shares**) at an issue price of \$0.27 per Placement Share to fund the continuation of acquisitive expansion in-line with OTOC's strategy to create a national quality planning, design, survey and spatial solutions company and for general corporate purposes (**Placement**).

On 5 October 2016 the Company issued the Placement Shares, as follows:

- (a) 17,702,214 Placement Shares were issued under ASX Listing Rule 7.1; and
- (b) 26,742,231 Placement Shares were issued under ASX Listing Rule 7.1A.

Approval of Shareholders for ASX Listing Rule 7.1A was obtained at the Company's annual general meeting held on 17 November 2015 (**Company's 7.1A Approval**). At the time of issue, ASX Listing Rule 7.1A was not breached.

Resolution 7 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Placement Shares issued under ASX Listing Rules 7.1 and 7.1A (**Fourth Ratification**).

A summary of ASX Listing Rules 7.1 and 7.4 is set out in section 5.1 above.

ASX Listing Rule 7.1A provides that, in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period that the approval is valid, a number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1.

Where an eligible entity obtains shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A then any ordinary securities issued under that additional placement capacity:

- (a) will not be counted in variable "A" in the formula in ASX Listing Rule 7.1A; and
- (b) are counted in variable "E",

until their issue has been ratified under ASX Listing Rule 7.4 (and provided that the previous issue did not breach ASX Listing Rule 7.1A) or 12 months has passed since their issue.

By ratifying the issue of the Placement Shares, the subject of Resolution 7, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 plus the 10% annual placement capacity set out in ASX Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

8.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Fourth Ratification:

- (a) a total of 44,444,445 Shares were issued (17,702,214 under ASX Listing Rule 7.1 and 26,742,231 under ASX Listing Rule 7.1A);
- (b) the issue price was \$0.27 per Placement Share;
- (c) the Placement Shares issued were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Placement Shares were issued to sophisticated and professional investors. None of these subscribers are related parties of the Company; and
- (e) the funds raised from this issue were used to fund capital raising costs of the Placement and will be used for future acquisitions in-line with OTOC's national surveying strategy and for general corporate purposes.

8.3 Directors recommendation

The Directors recommend that Shareholders vote in favour of Resolution 7, as it allows the Company to ratify the above issue of securities and retain the flexibility to issue further securities representing up to 25% of the Company's share capital during the next 12 months (subject to approval of Resolution 8).

9. RESOLUTION 8 – APPROVAL FOR 10% PLACEMENT CAPACITY

9.1 General

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval to allow it to issue Equity Securities up to 10% of its issued capital (**10% Placement Capacity**) without using that company's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

The Company is an Eligible Entity.

If Shareholders approve Resolution 8, the number of Equity Securities the Eligible Entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out in Section 9.2 below).

The effect of Resolution 8 will be to allow the Company to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

Resolution 8 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 8 for it to be passed.

9.2 ASX Listing Rule 7.1A

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the A&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an Eligible Entity as it is not included in the A&P/ASX 300 Index and has a current market capitalisation of \$98,384,301 (based on the number of Shares on issue and the closing price of Shares on the ASX on 10 October 2016 of \$0.302).

Any Equity Securities must be in the same class as an existing class of quoted Equity Securities. The Company currently has only one class of Equity Securities on issue, being the Shares (ASX Code: OTC).

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

A is the number of Shares on issue 12 months before the date of issue or agreement:

- (a) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
- (b) plus the number of partly paid shares that became fully paid in the previous 12 months;
- (c) plus the number of Shares issued in the previous 12 months with approval of holders of Shares under this rule; and
- (d) less the number of Shares cancelled in the previous 12 months.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Ordinary Securities under ASX Listing Rule 7.1 or 7.4.

9.3 Technical information required by ASX Listing Rule 7.1A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 8:

(a) Minimum Price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or

- (ii) If the Equity Securities are not issued within 5 ASX trading days of the date in paragraph 6.3(a)(i), the date on which the Equity Securities are issued.

(b) Date of Issue

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking)(after which date, an approval under Listing Rule 7.1A ceases to be valid) **(10% Placement Capacity Period).**

(c) Risk of voting dilution

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 8 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the current market price of Shares and the current number of Equity Securities on issue as at the date of this Notice.

The table also shows the voting dilution impact where the number of Shares on issue (Variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue (variable A in ASX Listing Rule 7.1A2)	Dilution			
	Issue Price (per Share)	\$0.15 (50% decrease in current issue price)	\$0.31 (Current issue price)	\$0.61 (50% increase in current issue price)
322,571,481 (Current variable A)*	Shares issued	32,257,148	32,257,148	32,257,148
	Funds Raised	\$4,919,215	\$9,838,430	\$19,676,860
483,857,222 (50% increase in variable A)*	Shares issued	48,385,722	48,385,722	48,385,722
	Funds Raised	\$7,378,823	\$14,757,645	\$29,515,291
645,142,962 (100% increase in variable A)*	Shares issued	64,514,296	64,514,296	64,514,296
	Funds Raised	\$9,838,430	\$19,676,860	\$39,353,721

*The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

- There are currently 322,571,481 Shares on issue as at the date of this Notice.
- The issue price set out above is the closing price of the Shares on the ASX on 13 October 2016.
- The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
- The Company has issued 28,406,936 Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
- The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
- The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

(d) Purpose of Issue under 10% Placement Capacity

OTOC's stated objective is to create a national quality planning, design, survey and spatial solutions company. Since 2014, OTOC has acquired six surveying entities nationally and now has a national presence.

The Company intends to continue acquisitive expansion in-line with its strategy to achieve its growth target of \$150 million in survey revenue by 2020. Execution of this strategy requires sufficient capital. To the extent that this acquisition and growth strategy is unable to be funded by existing cash reserves and internal cash generation, the Company may issue Equity Securities under the 10% Placement Capacity for either or both of the following purposes:

- (i) To raise funds to allow for the continued growth of the national surveying strategy, through acquisitions of additional businesses (including expenses associated with such acquisitions); or
- (ii) To issue shares as non-cash consideration for the continued growth of the national surveying strategy, through acquisitions of additional businesses (including expenses associated with such acquisitions), in such circumstances the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

(e) Allocation under the 10% Placement Capacity

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Capacity will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders, vendors or new investors (or any combination of), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

Further, if the Company is successful in acquiring new assets or investments, it is likely that the recipients under the 10% Placement Capacity will be vendors of the new assets or investments.

(f) Previous Approval under ASX Listing Rule 7.1A

The Company previously obtained Shareholder approval under ASX Listing Rule 7.1A at its 2015 annual general meeting held on 17 November 2015 (**Previous Approval**).

The Company has issued 26,742,231 Equity Securities pursuant to the Previous Approval.

During the 12 month period preceding the date of the Meeting, being on and from 23 November 2015, the Company issued a total of 58,323,073 Shares which represents approximately 21.39% of the total diluted number of Equity Securities on issue in the Company on 23 November 2015, which was 272,968,021.

Further details of the issues of Equity Securities by the Company during the 12 month period preceding the date of the Meeting are set out below.

Date	Quantity & Class	Recipients	Issue price & discount to Market Price(if applicable) ¹	Form of consideration
5 Oct 2016	44,444,445 Shares ²	Sophisticated Investors	\$0.27 per Share (discount of 12.90%)	Form: Cash Amount Raised: \$12,000,000 Amount spent: \$660,000 Use: Fees paid to Joint Lead managers, Veritas Securities Limited and Canaccord Genuity (Australia) Limited Amount remaining: \$11,340,000
12 Sep 2016	1,024,415 Shares ²	Shareholders who participated in the DRP	No issue price (non-cash consideration)	Form: Non-cash Consideration: Nil - Issued as part of the Company's DRP. Current Value ⁵ = \$312,446
12 Sep 2016	3,532,005 Shares ²	Underwriters of the DRP	\$0.3002 per Share (discount of 3.16%)	Form: Cash Amount Raised: \$1,060,308 Amount spent: \$82,071 Use: Fees paid to underwriter of the DRP, Veritas Securities Limited Amount remaining: \$991,915
25 Aug 2016	2,149,491 Shares ²	Key Management Personnel	No issue price (non-cash consideration)	Form: Non-cash Consideration: Nil - issued on vesting of performance rights Current Value ⁵ = \$655,594
29 Jul 2016	4,950,495 Shares ²	Lawrence Group Vendors	No issue price (non-cash consideration)	Form: Non-Cash Consideration: Nil - issued as part of Lawrence Group acquisition Current Value ⁵ = \$1,509,901
29 Apr 2016	2,222,222 Shares ²	Linker Surveying Vendors	No issue price (non-cash consideration)	Form: Non-Cash Consideration: Nil - issued as part of the Linker Surveying acquisition Current Value ⁵ = \$677,778
20 Jan 2016	19,644,948 Performance Rights ⁴	Various executives of the Company	No issue price (non-cash consideration)	Form: Non-Cash Consideration: Nil - Issued to various executives as incentive based remuneration. Value is measured using Monte Carlo simulation model

Notes:

1. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: OTC (terms are set out in the Constitution).
3. Performance Rights issued on the terms and conditions as set out in the Notice of Annual General Meeting dated 6 October 2015.
4. This is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.
5. In respect of quoted Equity Securities the value is based on the closing price of the Shares \$0.305 as the context requires on the ASX on the trading day at the date of this Notice.

(g) Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A

When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it will give to ASX:

- a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- the information required by Listing Rule 3.10.5A for release to the market.

9.4 Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 8.

10. RESOLUTION 9 – INCREASE IN AGGREGATE MAXIMUM AMOUNT OF NON-EXECUTIVE DIRECTORS'S REMUNERATION

10.1 General

ASX Listing Rule 10.17 provides that an entity must not increase the total aggregate amount of directors' fees payable to all of its non-executive directors without the approval of holders of its ordinary securities.

Resolution 9 seeks Shareholder approval for the purposes of Listing Rule 10.17 and for all other purposes, for the Company to be authorised to increase the maximum aggregate amount of fees available to be paid to non-executive Directors under clause 13.8 of the Company's Constitution by \$200,000 from \$300,000 to \$500,000 per annum.

The maximum aggregate amount of fees payable to Directors has not been increased since the 2011 AGM. It is not intended to fully utilise the increased aggregate amount of fees (if approved) in the immediate future.

The Directors consider that the fee pool available for Non-Executive Directors should provide sufficient flexibility for the Company to take on additional Directors when deemed necessary and to provide flexibility for succession planning to attract new Directors of a calibre required to effectively guide and monitor the business of the Company. The Directors consider that the increased aggregate fee pool of \$500,000 will (if approved) provide appropriate capacity for the Company's future requirements. Based on the Board composition, it is not expected that the maximum remuneration payable will be paid to the Board members in the 2016 financial year. However, the increased aggregate fee pool will provide the necessary flexibility to operate the Board with a varying number of Directors to meet the oversight and governance requirements of the Company, as well as the ability to attract and retain appropriately qualified Directors.

The total annual remuneration of the non-executive Directors for the financial year ended 30 June 2016 was \$250,637 as detailed on page 20 of the Company's 2016 Annual Financial Report. This includes all Board and committee fees paid to non-executive Directors and superannuation contributions made on behalf of the non-executive Directors.

No securities were issued to any non-executive Director under ASX Listing Rules 10.11 or 10.14 within the last three years.

11. ENQUIRIES

Shareholders are requested to contact the Company Secretary, Lisa Wynne, on (+61 8) 9317 0626 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

10% Placement Capacity has the meaning given in section 9 of this Notice.

\$ means Australian dollars.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Sunday inclusive, except New Year's Day, Good Sunday, Easter Sunday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (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 dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

Company or **OTOC** means OTOC Limited (ACN 122 958 178).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

DRP means the Company's dividend reinvestment plan.

DRP Underwriting Agreement means the underwriting agreement between the Company and Veritas Securities Limited in respect of the DRP.

Eligible Entity means an entity that, at the date of the relevant general meeting:

- (a) is not included in the A&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

Equity Securities includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes 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) of the Company.

Lawrence Group means Lawrence Group Pty Ltd (ACN 106 359 317)

Lawrence Group Vendors has the meaning given in section 6.1 of the Explanatory Statement.

Linker Surveying means Linker Surveying Pty Ltd (ACN 002 312 405)

Linker Surveying Vendors has the meaning given in section 5.1 of the Explanatory Statement.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement and the Proxy Form.

OTOC Group means the Company and each of its subsidiaries.

Previous Approval has the meaning given in section 9.3(f) of the Explanatory Statement.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2016.

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

Securities means a Share and a Unit Stapled and traded together in accordance with the constitution of the Company and Trust (as amended from time to time).

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

Shareholder means a holder of a Share.

Spill Resolution has the meaning given in section 2.2 of the Explanatory Statement.

Veritas means Veritas Securities Limited (ACN 117 124 535).

WST means Western Standard Time as observed in Perth, Western Australia.



OTOC Limited
ABN 80 122 958 178

Lodge your vote:



Online:
www.investorvote.com.au



By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

OTC

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Proxy Form

XX



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



For your vote to be effective it must be received by 10:00am (WST) Monday, 21 November 2016

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

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

Joint Holding: Where the holding is in more than one name, all of the securityholders 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 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

IND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of OTOC Limited hereby appoint

☐ the Chairman of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of OTOC Limited to be held at The University Club of Western Australia, Ground Floor, Seminar Room 3, Hackett Drive (Entrance #1), Crawley, Western Australia on Wednesday, 23 November 2016 at 10:00am (WST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 9 (except where I/we have indicated a different voting intention below) even though Resolutions 1 and 9 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 9 by marking the appropriate box in step 2 below.

STEP 2 Items of Business

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

		For	Against	Abstain			For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	☐	☐	☐	Resolution 7	Ratification of Prior Issue of Placement Shares	☐	☐	☐
Resolution 2	Change of Company Name	☐	☐	☐	Resolution 8	Approval of 10% Placement Capacity	☐	☐	☐
Resolution 3	Re-election of Director – Mr Derek La Ferla	☐	☐	☐	Resolution 9	Aggregate Maximum Amount of Non-Executive Directors' Fees	☐	☐	☐
Resolution 4	Ratification of Prior Issue of Shares – Linker Surveying Acquisition	☐	☐	☐					
Resolution 5	Ratification of Prior Issue of Shares – Lawrence Group Acquisition	☐	☐	☐					
Resolution 6	Ratification of the Prior Issue of Shares to Underwriter of the DRP	☐	☐	☐					

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) This section must be completed.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

/

/