



ASX ANNOUNCEMENT

31 October 2017

NOTICE OF ANNUAL GENERAL MEETING

AssetOwl Limited (ASX: AO1) is pleased to announce that the Notice of Annual General Meeting of shareholders has been despatched to all shareholders.

The Annual General Meeting will be held at 11.00am (WST) on 30 November 2017 at Cliftons, Parmelia House, Ground Floor, 191 St Georges Terrace Perth Western Australia.

Hardcopies of the Annual Report have been despatched to all shareholders who have requested it. Shareholders who have elected to receive the report in electronic format, will be sent an electronic version of the Annual Report from Security Transfer Australia.

The Notice of Annual General Meeting and the Annual Report can be located on the AssetOwl Limited website at <https://www.assetowl.com>.

*****ENDS*****

For further information, shareholders and media please contact:

Fleur Hudson
Company Secretary
+61 8 9424 9320



AssetOwl Limited
ACN 122 727 342

**Notice of Annual General Meeting,
Explanatory Statement, and Proxy Form**

**Annual General Meeting to be held at Cliftons,
Ground Floor, Parmelia House, 191 St Georges Terrace,
Perth, Western Australia**

On Thursday, 30 November 2017 at 11:00am WST

IMPORTANT NOTE

The Notice of Annual General Meeting, Explanatory Statement and Proxy Form should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser prior to voting.

Contents

Notice of Annual General Meeting 2
Proxy Appointment and Voting Instructions 4
Explanatory Statement 6

Important dates

Last day for receipt of Proxy Forms*	11:00am WST on Tuesday, 28 November 2017
Eligibility to attend Meeting and vote – snapshot date	5:00pm WST on Tuesday, 28 November 2017
Annual General Meeting	11:00am WST on Thursday, 30 November 2017

*Proxy Forms received after this time will be disregarded.

Important notice

Certain statements in the Explanatory Statement relate to the future. Such statements involve known and unknown risks, uncertainties and other important factors that could cause the actual results, performance or achievements of the Company to be materially different from future results, performance or achievements expressed or implied by such statements. These statements reflect views only as of the date of the Explanatory Statement. Neither the Company nor any other person gives any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward looking statements in the Explanatory Statement will actually occur and you are cautioned not to place undue reliance on such forward looking statements.

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of AssetOwl Limited ACN 122 727 342 (**AssetOwl or Company**) for 2017 will be held at **Cliftons, Ground Floor, Parmelia House, 191 St Georges Terrace, Perth, Western Australia** on **Thursday, 30 November 2017** at **11:00am WST** for the purpose of transacting the business referred to in this Notice of Annual General Meeting.

The Explanatory Statement that accompanies and forms part of this Notice of Annual General Meeting describes the various matters to be considered.

Capitalised terms used in this Notice of Annual General Meeting will, unless the context otherwise requires, have the same meaning given to them in the Glossary of the Explanatory Statement.

Agenda

Receipt of financial statements and reports

To receive and consider the annual financial report, Directors' report and Auditor's report of the Company for the financial year ended 30 June 2017, as contained in the Company's Annual Report for 2017.

Resolution 1: Adoption of the Remuneration Report

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

"That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the financial year ended 30 June 2017, as contained in the Company's Annual Report for 2017, be adopted by the Company."

Short explanation: The vote on this Resolution is advisory only and does not bind the Directors of the Company.

Voting exclusion statement: The Company will disregard any votes cast (in any capacity) on this Resolution by or on behalf of a member of the Key Management Personnel whose remuneration is disclosed in the Remuneration Report and Closely Related Parties of those persons (which includes their spouse, child, dependent, other family members and any controlled company), unless the vote is cast as a proxy for a person who is entitled to vote on this Resolution in accordance with a direction on the Proxy Form or by the Chairman and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on this Resolution and expressly authorises the Chairman to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 2: Re-election of Mr Shane Stone as a Director

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

"That, for the purposes of ASX Listing Rule 14.4 and clause 58.2 of the Company's Constitution, Mr Shane Stone, who retires by rotation in accordance with clause 58.1 of the Constitution and, being eligible, offers himself for re-election, is re-elected as a Director."

Resolution 3: Re-election of Mr Ian Murchison as a Director

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

“That, for the purposes of ASX Listing Rule 14.4 and clause 58.2 of the Company’s Constitution, Mr Ian Murchison, who retires by rotation in accordance with clause 58.1 of the Constitution and, being eligible, offers himself for re-election, is re-elected as a Director.”

Resolution 4: Approval of Additional Placement Facility

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 up to 10% of the issued capital of the Company (at the time of the issue), calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions described in the Explanatory Statement.”

Note: Resolution 4 is a special resolution. To be passed, it must be approved by at least 75% of the votes cast by Shareholders entitled to vote on the Resolution.

Voting exclusion statement: The Company will disregard any votes cast on this Resolution by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a Shareholder if the resolution is passed, and any of their Associates. However, the Company need not disregard a vote on this Resolution if it is cast by the person as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form or the Chairman 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: Approval of Employee Incentive Plan

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

“That for the purposes of Listing Rule 7.2, Exception 9 and for all other purposes, approval is given for the establishment by the Company of the Employee Incentive Plan, on the terms and conditions described in the Explanatory Statement.”

Voting exclusion statement: The Company will disregard any votes cast on this Resolution by a Director who is eligible to participate in the Employee Incentive Plan, and any of their Associates. However, the Company need not disregard a vote on this Resolution if it is cast by the person as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form or the Chairman 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.

Proxy voting exclusion: Neither a member of the Key Management Personnel nor any of their Closely Related Parties may vote as a proxy for a person on this Resolution unless either the Proxy Form specifies the way the person appointed is to vote on this Resolution, or the person appointed is the Chairman and the Proxy Form expressly authorises the Chairman to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

By order of the Board



Ms Fleur Hudson
Company Secretary

31 October 2017

Proxy Appointment and Voting Instructions

Proxy Form

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be lodged no later than 48 hours before the time for holding the Meeting, being before **11:00am WST on Tuesday, 28 November 2017**, as follows:

By post or hand: Ms Danielle Petch, Security Transfer Australia Pty Ltd, 770 Canning Highway, APPLECROSS, WA, 6153

By fax: +61 8 9315 2233

By email: registry@securitytransfer.com.au

Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Appointment of a proxy

A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy may, but need not be, a member of the Company.

If you wish to appoint the Chairperson as your proxy, mark the appropriate box on the Proxy Form. If you appoint the Chairperson as your proxy, he or she can only cast your votes on Resolution 1 (Adoption of the Remuneration Report) and Resolution 5 (Approval of Employee Incentive Plan) if you expressly authorise him or her to do so. If the person you wish to appoint as your proxy is someone other than the Chairperson, please write the full name of that person on the Proxy Form. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairperson will be your proxy. A proxy need not be a Shareholder of the Company.

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Security Transfer Australia Pty Ltd on 1300 992 916 or you may photocopy the Proxy Form.

To appoint a second proxy you must on each Proxy Form state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

Corporate Shareholders

Corporate Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

- two directors of the company;
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director who is also the sole company secretary, that director.

Corporate representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company and/or the Company's share registry before the Meeting or at the registration desk on the day of the Meeting. Certificates of Appointment of Corporate Representatives are available at <https://www.securitytransfer.com.au/forms/appointment-corporate-representative.pdf> or on request by contacting Security Transfer Australia Pty Ltd on telephone number (08) 9315 2333.

Votes on Resolutions

You may direct your proxy how to vote by placing a mark in the 'FOR', 'AGAINST' or 'ABSTAIN' box opposite the Resolution. All your votes will be cast in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolutions by inserting the percentage or number of Shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the Resolutions, your

proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on that Resolution will be invalid.

Voting restrictions that may affect your proxy appointment

Due to the voting exclusions that may apply to certain items of business, the Key Management Personnel and their Closely Related Parties will not be able to vote your proxy on Resolution 1 (Adoption of Remuneration Report) and Resolution 5 (Approval of Employee Incentive Plan) unless you have directed them how to vote or, in the case of the Chairperson, if you expressly authorise him or her.

Chairperson voting undirected proxies

If the Chairperson is your proxy, the Chairperson will cast your votes in accordance with your directions on the Proxy Form. If you do not mark any of the boxes on the Resolutions, then you expressly authorise the Chairperson to vote your undirected proxies at his/her discretion.

As at the date of this Notice, the Chairperson intends to vote undirected proxies FOR each of the Resolutions. In exceptional cases the Chairperson's intentions may subsequently change and in this event, the Company will make an announcement to the market.

Voting eligibility – snapshot date

The Company may specify a time, not more than 48 hours before the Meeting, at which a “snapshot” of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the Meeting.

The Directors have determined that all Shares of the Company that are quoted on ASX at **5:00pm WST on Tuesday, 28 November 2017** shall, for the purpose of determining voting entitlements at the Meeting, be taken to be held by the persons registered as holding the Shares at that time. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Defined terms

Capitalised terms used in the Notice and the Explanatory Statement are defined in the Glossary.

Questions from Shareholders

At the Meeting, the Chairperson will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management of the Company.

A representative of BDO Audit (WA) Pty Ltd, as the Auditor responsible for preparing the Auditor's report for the year ended 30 June 2017, will attend the Meeting. The Chairperson will also allow a reasonable opportunity for Shareholders to ask the auditor questions about:

- the conduct of the audit;
- the preparation and content of the auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

To assist the Board and the Auditor in responding to any questions that you may have, please submit any questions to the Company by **5:00pm WST on Thursday, 23 November 2017** as follows:

By post or hand: Company Secretary
 AssetOwl Limited
 Level 14, Parmelia House
 191 St Georges Terrace,
 Perth, Western Australia

By fax: +61 8 9321 5932

By email: enquiry@assetowl.com

As required under section 250PA of the Corporations Act, the Company will make available at the Meeting those questions directed to the Auditor received in writing at least 5 business days prior to the Meeting, being questions which the Auditor considers relevant to the content of the Auditor's report or the conduct of the audit of the annual financial report for the year ended 30 June 2017. The Chairperson will allow a reasonable opportunity for the Auditor to respond to the questions set out on this list.

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary or otherwise in the Explanatory Statement.

1. Receipt of financial statements and reports

The Corporations Act requires the annual financial statements, Directors' report and Auditor's report of the Company for the year ended 30 June 2017 be tabled at the Meeting. These reports are contained in the Company's 2017 Annual Report.

Neither the Corporations Act nor the Company's Constitution requires a vote of Shareholders on these reports. However, Shareholders will be given reasonable opportunity to raise questions on these reports and ask questions of the Auditor.

2. Resolution 1: Adoption of the Remuneration Report

2.1 Background

The Remuneration Report is set out in the Directors' report which forms part of the Annual Report.

The Corporations Act requires the Company to put a resolution to Shareholders that the Remuneration Report be adopted. Section 250R(3) of the Corporations Act specifies that the vote on Resolution 1 is **advisory only** and does not bind the Directors or the Company.

Accordingly, failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report. However, the Board will take the outcome of the vote into consideration when considering the remuneration policy.

2.2 Spill meeting

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the offices of Director are vacated (other than its managing director) and each such office will be put to a vote.

It is noted that at the Company's 2016 annual general meeting the votes cast against the remuneration report represented less than 25% of the total votes cast and accordingly, a spill resolution will not under any circumstances be required for the Annual General Meeting.

2.3 Voting prohibition

Under sections 250R(4) and (5) of the Corporations Act, Key Management Personnel and their Closely Related Parties may not vote on Resolution 1 and may not cast a vote as proxy, unless the proxy appointment gives a direction on how to vote or the proxy is given to the Chairperson and expressly authorises the Chairperson to exercise the proxy.

The Chairperson will use any such proxies to vote in favour of Resolution 1.

2.4 **Directors' recommendation**

The Directors decline to make a recommendation on how Shareholders should vote in respect of Resolution 1 as they each hold a material personal interest in the outcome of the Resolution.

3. Resolution 2: Re-election of Mr Shane Stone as a Director

3.1 **Background**

Resolution 2 seeks Shareholder approval for the re-election of Mr Shane Stone as a Director.

In accordance with ASX Listing Rule 14.4 and clause 58.2 of the Company's Constitution, at every annual general meeting, one third of the Directors for the time being must retire from office and are eligible for re-election. The Directors to retire are:

- (a) those who have been in office for 3 years since their appointment or last re-appointment;
- (b) those who have been longest in office since their appointment or last re-appointment; or
- (c) if the Directors have been in office for an equal length of time, by agreement.

Mr Stone retires by rotation and, being eligible, offers himself for re-election as a Director.

3.2 **Biography**

A profile of Mr Stone is contained in the Company's Annual Report for the financial year ended 30 June 2017.

3.3 **Directors' recommendation**

The Directors (other than Mr Stone) recommend Shareholders vote in favour of Resolution 2.

4. Resolution 3: Re-election of Mr Ian Murchison as a Director

4.1 **Background**

Resolution 3 seeks Shareholder approval for the re-election of Mr Ian Murchison as a Director.

In accordance with ASX Listing Rule 14.4 and clause 58.2 of the Company's Constitution, at every annual general meeting, one third of the Directors for the time being must retire from office and are eligible for re-election. The Directors to retire are:

- (a) those who have been in office for 3 years since their appointment or last re-appointment;
- (d) those who have been longest in office since their appointment or last re-appointment; or
- (e) if the Directors have been in office for an equal length of time, by agreement.

Mr Murchison retires by rotation and, being eligible, offers himself for re-election as a Director.

4.2 **Biography**

A profile of Mr Murchison is contained in the Company's Annual Report for the financial year ended 30 June 2017.

4.3 **Directors' recommendation**

The Directors (other than Mr Murchison) recommend Shareholders vote in favour of Resolution 3.

5. Resolution 4: Approval of Additional Placement Facility

5.1 Background

Resolution 4 seeks Shareholder approval for an additional issuing capacity under ASX Listing Rule 7.1A (**Additional Placement Facility**).

If approved, Resolution 4 would enable the Company to issue additional Equity Securities (calculated below) over a 12 month period without obtaining Shareholder approval.

Resolution 4 is a special resolution. It must be passed by at least 75% of the votes cast by Shareholders entitled to vote on the Resolution.

5.2 Applicable ASX Listing Rules

ASX Listing Rule 7.1A permits eligible entities that have obtained the approval of shareholders by special resolution at an annual general meeting, to have an addition capacity to issue additional Equity Securities issue equal to approximately 10% of its issued capital, over a 12 month period.

The Company is an eligible entity (being an entity with market capitalisation of \$300 million or less and which is not included in the S&P/ASX 300 index) and seeks Shareholder approval under this Resolution for the Additional Placement Facility.

5.3 Information on Additional Placement Facility

(a) Quoted securities

Any Equity Securities issued under the Additional Placement Facility must be in the same class as an existing class of Equity Securities of the Company that are quoted on ASX.

As at the date of this Notice, the Company has two classes of Equity Securities quoted on ASX, being Shares and Options.

(b) Number of Equity Securities that may be issued

ASX Listing Rule 7.1 permits the Company to issue Equity Securities equal to approximately 15% of the Company's issued capital over a 12 month period without shareholder approval.

The Additional Placement Facility under ASX Listing Rule 7.1A is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1. The effect of Shareholders passing Resolution 4 is to allow the Company to issue Equity Securities equal to approximately 25% of its issued capital during the next 12 months without first obtaining specific Shareholder approval.

The exact number of additional Equity Securities that the Company may issue under the Additional Placement Facility is not fixed but is calculated under a formula prescribed by the ASX Listing Rules (set out below).

At the date of this Notice the Company has 60,542,116 Shares on issue. If Resolution 4 is passed, the Company will be permitted to issue (as at the date of this Notice) approximately:

- (i) 9,081,317 Equity Securities under the ASX Listing Rule 7.1 15% placement capacity; and
- (ii) 6,054,212 Equity Securities under the Additional Placement Capacity.

(c) Formula for Additional Placement Facility

If this Resolution 4 is passed, the Company may issue or agree to issue, during the 12 month period after this Meeting, the number of Equity Securities calculated in accordance with the following formula.

$$\text{Additional Placement Capacity} = (A \times D) - E$$

where:

- A** = the number of fully paid ordinary securities on issue 12 months before the issue date or date of agreement to issue:
- plus the number of fully paid ordinary securities issued in the 12 months under an exception in ASX Listing Rule 7.2;
 - plus the number of partly paid ordinary securities that became fully paid in the 12 months;
 - plus the number of fully paid ordinary securities issued in the 12 months with approval of holders of ordinary securities under ASX Listing Rule 7.1 or ASX Listing Rule 7.4;
 - less the number of fully paid ordinary securities cancelled in the 12 months;
- D** = 10%; and
- E** = 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 Shareholders under ASX Listing Rule 7.1 or 7.4.

5.4 ASX Listing Rule requirements

Pursuant to and in accordance with ASX Listing Rule 7.3A, the following information is provided in relation to the proposed approval of the Additional Placement Facility:

(a) **Minimum price at which Equity Securities may be issued**

The issue price of any Equity Security under the Additional Placement Facility will not be less than 75% of the VWAP for securities in the same class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the securities are to be issued is agreed; or
- (ii) if the securities are not issued within 5 trading days of the date above, the date on which the securities are issued.

(b) **Risk of economic and voting dilution**

If Resolution 4 is passed and the Company issues securities under the Additional Placement Facility, then there is a risk to existing Shareholders of economic and voting dilution, including the risk that:

- (i) the market price for Equity Securities in the same class may be significantly lower on the issue date of the new Equity Securities than on the date of this Meeting; and
- (ii) the new Equity Securities may be issued at a price that is at a discount to the market price for Equity Securities in the same class on the issue date or the new Equity Securities may be issued in consideration for the acquisition of a new asset.

The table below identifies the potential dilution to existing Shareholders following the issue of Equity Securities under the Additional Placement Facility (based on the formula set out above) using different variables for the number of issued Shares and the market price of Shares.

The numbers are calculated on the basis of the latest available market price of Shares before the date of this Notice and the current number of Shares on issue.

Variable A in Listing Rule 7.1A		Nominal issue price		
		\$0.175 (market price)	\$0.13125 (25% decrease in market price)	\$0.0875 (50% decrease in market price)
Current issued capital A = 60,542,116 Shares	Shares issued under LR 7.1A	6,054,212	6,054,212	6,054,212
	Voting dilution	10%	10%	10%
	Funds raised	\$1,059,487	\$794,615	\$529,743
	Economic dilution	0%	2.27%	4.55%
50% increase in issued capital A = 90,813,174 Shares	Shares issued under LR 7.1A	9,081,317	9,081,317	9,081,317
	Voting dilution	10%	10%	10%
	Funds raised	\$1,589,231	\$1,191,923	\$794,615
	Economic dilution	0%	2.27%	4.55%
100% increase in issued capital A = 121,084,232 Shares	Shares issued under LR 7.1A	12,108,423	12,108,423	12,108,423
	Voting dilution	10%	10%	10%
	Funds raised	\$2,118,974	\$1,589,231	\$1,059,487
	Economic dilution	0%	2.27%	4.55%

Notes: The above table has been prepared on the following bases/assumptions:

1. The latest available market price of Shares as at the date of the Notice was \$0.175.
2. The Company issues the maximum number of Equity Securities available under the Additional Placement Facility.
3. Existing Shareholders' holdings do not change from the date of this Meeting to the date of the issue under the Additional Placement Facility.
4. The Company issues Shares only and does not issue other types of Equity Securities (such as Options) under the Additional Placement Facility.
5. The impact of placements under ASX Listing Rule 7.1 or following the exercise of options is not included in the calculations.
6. Economic dilution for the table above is calculated using the following formula:

$$\text{Economic dilution} = (MP - (NMC / TS)) / MP$$

where:

MP = the market price of Shares traded on ASX, expressed in dollars;

NMC = notional market capitalisation, being the MC plus the NSV;

TS = total Shares on issue following new Equity Security issue;

NSV = new security value, being the number of new Equity Securities multiplied by the issue price of those Equity Securities; and

MC = market capitalization prior to issue of Equity Securities, being the MP multiplied by the number of Shares on issue.

(c) **Date by which Equity Securities may be issued**

Equity Securities may be issued under the Additional Placement Facility for 12 months after this Meeting (i.e. until 30 November 2018).

However, the approval to the Additional Placement Facility under this Resolution will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

(d) **Purpose for which Equity Securities may be issued**

The Company may seek to issue Equity Securities under the Additional Placement Facility for the following purposes:

- (i) cash consideration to fund business growth, to acquire new assets or make investments, to develop the Company's existing assets and operations and for general working capital; and
- (ii) non-cash consideration to acquire new assets or make investments, provided that in these circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.

(e) **Allocation policy**

The Company's allocation policy for the issue of Equity Securities under the Additional Placement Facility will depend on the prevailing market conditions at the time of the proposed issue. The allottees will be determined on a case-by-case basis having regard to the factors such as:

- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- (ii) the effect of the issue of the new securities on the control of the Company;
- (iii) the financial situation and solvency of the Company; and
- (iv) advice from corporate and other advisors.

As at the date of this Notice, the Company has not identified any proposed allottees of Equity Securities using the Additional Placement Facility. However, the eventual allottees may include existing substantial Shareholders, other Shareholders and/or new investors.

None of the allottees will be a related party or an associate of a related party of the Company, except as permitted under ASX Listing Rule 7.2. Existing Shareholders may or may not be entitled to subscribe for Equity Securities under the Additional Placement Facility and it is possible that their shareholding will be diluted.

If the Additional Placement Facility is used to acquire new assets or investments, then it is likely that the allottees will be the vendors of these assets/investments.

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

(f) **Additional information on issued securities**

Shareholders previously approved an Additional Placement Facility at the Company's 2016 annual general meeting.

The total number of Equity Securities issued in the 12 months before this Meeting is 83,899,319. This represents 310% of the total number of Equity Securities on issue at the commencement of that 12 month period.

None of the Equity Securities issued in the 12 months before this Meeting were issued under the Additional Placement Facility approved at the 2016 annual general meeting.

The details for each separate issue of Equity Securities issued during the 12 months before this Meeting are provided at **Annexure A** to this Notice.

5.5 **Directors' recommendation**

The Directors unanimously recommend that Shareholders vote in favour of Resolution 4 as it will give the Company the flexibility to raise and fund necessary working capital whilst preserving the Company's cash reserves.

6. Resolution 5: Approval of Employee Incentive Plan

6.1 **Background**

As part of its incentive arrangements for Directors and senior employees, the Company has established an Employee Incentive Plan which is governed by the Employee Incentive Plan Rules (**Rules**).

A summary of the terms of the Employee Incentive Plan is set out in Section 6.4 below.

Pursuant to the Employee Incentive Plan, the Board may grant any of the following incentives to the persons described in Section 6.4(a) below, in accordance with the Rules and otherwise on terms and conditions set by the Board at its discretion:

- (a) Options to subscribe for Shares;
- (b) Performance Rights entitling the holder to be issued Shares; and
- (c) Share Appreciation Rights entitling the holder to be issued with Shares or a cash amount of equivalent value at the Board's discretion.

Resolution 5 seeks Shareholder approval of the Employee Incentive Plan in the interests of good corporate governance practice and for the purposes of Listing Rule 7.2 (Exception 9).

If approved, the Employee Incentive Plan will govern all offers, acceptances and issues of Securities and rights made under the Employee Incentive Plan following the Meeting.

This is the first time the Company is seeking Shareholder approval of the Employee Incentive Plan and to date, no Securities or rights have been issued or granted under the Employee Incentive Plan.

6.2 **Applicable ASX Listing Rules**

Listing Rule 7.1 limits the number of securities a listed company may issue in any 12 month period without shareholder approval. However, securities issued pursuant to an exception to Listing Rule 7.1 are not counted for the purposes of the limit.

Listing Rule 7.2 (Exception 9) provides that Shareholders may approve the issue of Equity Securities under an employee incentive scheme as an exception to Listing Rule 7.1. If such approval is obtained, Listing Rule 7.1 does not apply to an issue of Equity Securities in the Company made under an employee incentive scheme within three years of the approval.

6.3 **Objectives of the Employee Incentive Plan**

The objectives of the Employee Incentive Plan are to:

- (a) establish a method by which eligible persons can participate in the future growth and profitability of the Company;
- (b) provide an incentive and reward for eligible persons for their contribution to the Company; and

- (c) attract and retain a high standard of managerial and technical personnel for the benefit of the Company.

6.4 Summary of terms of Employee Incentive Plan

(a) Eligibility

The following persons can participate in the Employee Incentive Plan if the Board makes them an offer to do so:

- (i) a full-time or part-time employee, including an executive and non-executive Director of the Company or its related bodies corporate;
- (ii) a contractor of the Company or its related bodies corporate; and
- (iii) a casual employee of the Company or its related bodies corporate where the employee or contractor is, or might reasonably be expected to be, engaged to work the pro-rata equivalent of 40% or more of a comparable full-time position.

(b) Board discretions

The Board has broad discretions under the Employee Incentive Plan, including (without limitation) as to:

- (i) the timing of making an offer to participate in the Employee Incentive Plan;
- (ii) identifying persons eligible to participate in the Employee Incentive Plan;
- (iii) the terms of issue of Options, Performance Rights and Share Appreciation Rights (**Awards**) (including vesting conditions, performance hurdles and exercise conditions if any); and
- (iv) the periods during which Awards may be exercised.

(c) 5% Limit

The Plan has been prepared to comply with ASIC Class Order [CO 14/1000] and as such, offers under the Plan are limited to the 5% capital limit set out in that Class Order.

(d) Exercise price

The Exercise Price of an Award shall be the price determined by the Board in its absolute discretion prior to or on grant of the Award.

(e) Awards not to be quoted

The Awards will not be quoted on the ASX. However, application will be made to the ASX for official quotation of Shares issued on the exercise of Awards, if the Shares are listed on the ASX at that time.

(f) Shares issued on exercise of Awards

- (i) Subject to any applicable vesting conditions, performance hurdles and exercise conditions:
 - A. each Option entitles the holder to subscribe for and be issued with one Share;
 - B. each Performance Right entitles the holder to subscribe for and be issued with one Share; and
 - C. each Share Appreciation Right entitles the holder to subscribe for and be issued with one Share, or a cash amount of an equivalent value, as determined by the Board in its sole and absolute discretion.

- (ii) Shares issued pursuant to the exercise of Awards will in all respects rank equally and carry the same rights and entitlements as other Shares on issue.
- (iii) Holders of Awards have no rights to vote at meetings of the Company or receive dividends until Shares are allotted on the exercise of Awards pursuant to the Employee Incentive Plan.

(g) **Lapse of Awards**

Unless the Directors in their absolute discretion determine otherwise, Awards will automatically lapse and be forfeited if, prior to the satisfaction of an exercise condition or vesting condition:

- (i) the holder resigns employment or terminates engagement with the Company;
- (ii) the holder is dismissed from employment or engagement with the Company for:
 - A. material breach of contract or negligence;
 - B. conduct justifying termination without notice;
- (iii) the holder ceases employment or engagement with the Company and breaches any post-termination restraint;
- (iv) the holder is ineligible to hold his or her office pursuant to the Corporations Act; or
- (v) any performance milestones applicable to the Awards are not satisfied – if a portion are satisfied, then a proportionate number of Awards may continue at the Board's discretion.

Awards will not lapse and be forfeited if the holder ceases employment or engagement with the Company:

- (i) due to:
 - A. death or permanent disablement;
 - B. retirement; or
 - C. redundancy; or
- (ii) where the Board determines that the Awards continue.

(h) **Restrictions on exercise**

An Award holder is not able to sell, transfer, mortgage, pledge, charge, grant security over or otherwise dispose of any Awards, or agree to do any of those things without the prior consent of the Board or unless such disposal is required by law.

(i) **Participation rights of Award holders**

- (i) Holders of Options and Performance Rights will only be permitted to participate in an issue of new Shares by the Company if they exercise their Options or Performance Rights (as applicable) before the record date for the relevant issue. The Company must ensure that, for the purposes of determining entitlements to any such issue, the record date will be at least 7 Business Days after the issue of new Shares is announced. This will give Option holders and Performance Right holders the opportunity to exercise their Options or Performance Rights prior to the date for determining entitlements to participate in any such issue.
- (ii) Holders of Share Appreciation Rights are not permitted to participate in an issue of new Shares by the Company.

(j) **Adjustment of Awards**

- (i) If the Company makes a pro rata bonus issue, and an Option or Performance Right is not exercised before the record date for that bonus issue, then on exercise of the Option or Performance Right (as applicable), the holder is entitled to receive the number of bonus shares which would have been issued if the Option or Performance Right had been exercised before the record date.
- (ii) In the event of a reorganisation (including a consolidation, subdivision, reduction or return) of the issued capital of the Company, the number of Awards to which each Award holder is entitled or the exercise price or both will be changed in the manner required by the Listing Rules and, in any case, in a manner which will not result in any benefits being conferred on holders of Awards which are not conferred on Shareholders.

(k) **Takeovers**

In the event of a takeover bid, certain capital reorganisations or transactions occurring that give rise to certain changes of control of the Company, restrictions on the exercise of an Award may lapse so that Award holders are able to participate in the relevant transaction.

(l) **Amending the Employee Incentive Plan**

Subject to and in accordance with the Listing Rules, the Board (without the necessity of obtaining prior or subsequent consent of Shareholders) may from time to time amend all or any provisions of the Employee Incentive Plan.

6.5 **Directors' recommendation**

The Directors decline to make a recommendation on how Shareholders should vote in respect of Resolution 5 as they are each entitled to participate in the Employee Incentive Plan.

Glossary of defined terms

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

A\$ or \$	Australian dollars.
Annual General Meeting or Meeting	The annual general meeting of Shareholders or any adjournment thereof, convened by the Notice.
Annual Report	The annual report of the Company for the financial year ended 30 June 2017, including the annual financial report, the Directors' report and the Auditor's report.
ASIC	The Australian Securities & Investments Commission.
Associate	Has the meaning given to that term in the Listing Rules.
AssetOwl	AssetOwl Pty Ltd (ACN 601 135 282).
AssetOwl Share	A share in AssetOwl.
ASX	ASX Limited (ACN 008 624 691) or the financial market known as the Australian Securities Exchange operated by ASX Limited, as the context requires.
ASX Listing Rules	The listing rules of ASX, as amended from time to time.
Auditor	The auditor of the Company, being BDO Audit (WA) Pty Ltd.
Board	The Board of Directors of the Company.
Business Day	Has the meaning given to that term in Chapter 19 of the ASX Listing Rules.
Chairperson	The chair of the Annual General Meeting.
Closely Related Party	Has same meaning given to it in section 9 of the Corporations Act, being, in relation to a member of Key Management Personnel: <ul style="list-style-type: none">(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 <i>Corporations Regulations 2001</i> (Cth) (currently none are prescribed).
Corporations Act	The <i>Corporations Act 2001</i> (Cth).
Director	A director of the Company.
Employee Incentive Plan	The Employee Incentive Plan established by the Company and governed by the Employee Incentive Plan Rules, for which Shareholder approval is sought pursuant to Resolution 5.

Equity Security	Has the meaning given to that term in ASX Listing Rule 19.12, being: <ul style="list-style-type: none"> (a) a share; (b) a unit; (c) a right to a share or unit or option; (d) an option over an issued or unissued security; (e) a convertible security; (f) any security that ASX decides to classify as an equity security; (g) but not a security that ASX decides to classify as a debt security.
Explanatory Statement	This explanatory statement which accompanies and forms part of the Notice.
Key Management Personnel	Has the same meaning as the definition of that term in section 9 of the Corporations Act, being those persons details of whose remuneration are included in the Remuneration Report having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
Notice or Notice of Annual General Meeting	The notice of annual general meeting which accompanies this Explanatory Statement.
Option	An option to subscribe for a Share.
Performance Right	A right to acquire a Share, other than an Option or a Share Appreciation Right.
Proxy Form	The proxy form accompanying the Notice.
AssetOwl or Company	AssetOwl Limited (ACN 122 727 342).
Remuneration Report	The remuneration report of the Company for the period ended 30 June 2017, appearing in the Director's report as set out in the Annual Report.
Resolution	A resolution set out in the Notice.
Section	A section of this Explanatory Statement.
Security	Has the meaning given to that term in section 92(4) of the Corporations Act.
Security Holder	The holder of a Security issued or granted by the Company.
Share	A fully paid ordinary share in the Company.
Shareholder	The holder of a Share.
Share Appreciation Right	A right to be issued and/or transferred a Share, or a cash amount of an equivalent value, as determined by the Board in its sole and absolute discretion, under the Employee Incentive Plan, other than an Option or a Performance Right.
VWAP	The volume-weighted average price of Shares traded on ASX.

Annexure A

Equity securities issued 12 months prior to Annual General Meeting

Issues relating to AssetOwl Technologies Pty Ltd acquisition

Date of issue	Equity Securities issued	Person	Issue price	Total cash consideration	Use of funds	Non-cash consideration and current value
23/12/2016	25,649,319 Performance Rights, comprising: <ul style="list-style-type: none"> • 15,000,000 Class A Performance Rights; • 7,500,000 Class B Performance Rights; and • 3,149,319 Class C Performance Rights⁴. 	Vendors of AssetOwl Technologies Pty Ltd, pursuant to the Transaction Agreement dated on or about 3 November 2016, as described in the Company's prospectus dated 9 November 2016 (Prospectus)	Issued for nil cash consideration, at a deemed issue price of \$0.20 each. This issue price does not represent a discount to the market price of Shares at the time of the issue.	Nil	N/A	Performance Rights issued to vendors of AssetOwl Technologies Pty Ltd as part of the consideration paid for the acquisition of that company. Current value: \$1,984,429 ¹ .
23/12/2016	15,000,000 Shares	Vendors of AssetOwl Technologies Pty Ltd, pursuant to the Transaction Agreement dated on or about 3 November 2016, as described in the Prospectus	Issued for nil cash consideration, at a deemed issue price of \$0.20 each. This issue price does not represent a discount to the market price of Shares at the time of the issue.	Nil	N/A	Shares issued to vendors of AssetOwl Technologies Pty Ltd as part of the consideration for the acquisition of that company. Current value: \$525,000 ³ .

Date of issue	Equity Securities issued	Person	Issue price	Total cash consideration	Use of funds	Non-cash consideration and current value
05/12/2016	5,000,000 Options exercisable at \$0.25 on or before 31/03/2019	Vendors of AssetOwl Technologies Pty Ltd, pursuant to the Transaction Agreement dated on or about 3 November 2016, as described in the Prospectus	Nil	Nil	N/A	Options issued to vendors of AssetOwl Technologies Pty Ltd as part of the consideration for the acquisition of that company. Current value: \$321,930 ² , being \$0.0644 per Option.
23/12/2016	1,000,000 Shares	750,000 Shares to Hancock Corporate Investments Pty Ltd 250,000 Shares to Gregory George Hancock	Issued for nil cash consideration, at a deemed issue price of \$0.20 each. This issue price does not represent a discount to the market price of Shares at the time of the issue.	Nil	N/A	Issued as consideration for advisory services provided in relation to the acquisition of AssetOwl Technologies Pty Ltd. Current value: \$175,000 ³ .

Issues relating to capital raising

Date of issue	Equity Securities issued	Person	Issue price	Total cash consideration	Use of funds	Non-cash consideration and current value
09/11/2016	8,750,000 Options exercisable at \$0.40 on or before 30/06/2019	Participants in the Public Offer, details of which are set out in the Prospectus.	Nil; issued as free attaching Options on the basis of 1 free attaching Option for every 2 Shares subscribed for.	Nil	N/A	Options issued as free attaching Options on the basis of 1 free attaching Option for every 2 Shares subscribed for. Current value: \$446,486 ² , being \$0.0510 per Option.

Date of issue	Equity Securities issued	Person	Issue price	Total cash consideration	Use of funds	Non-cash consideration and current value
05/12/2016	11,000,000 Options exercisable at \$0.40 on or before 30/06/2019	Underwriter of Public Offer set out in the Prospectus, being Patersons Securities Limited or its nominees.	Issued for nil cash consideration.	Nil	N/A	Issued under terms of underwriting agreement with Paterson Securities Limited, in consideration of underwriting services provided by Patersons Securities Limited. Current value: \$561,297 ² , being \$0.0510 per Option.
23/12/2016	17,500,000 Shares	Participants in the Public Offer, details of which are set out in the Prospectus.	\$0.20 per Share. This issue price does not represent a discount to the market price of Shares at the time of the issue.	\$3,500,000	The funds raised were used to: <ul style="list-style-type: none"> • complete the acquisition of AssetOwl Technologies Pty Ltd; • fund further software development and business development; • maintain the Company's existing mineral exploration assets in good standing; and • provide general working capital, including for overheads and administrative costs. 	This issue was not for non-cash consideration.

Notes:

1. The current value of the Performance Rights has been calculated in accordance with Australian accounting standard *AASB139 Financial Instruments: Recognition and Measurement*. The value takes into account the likelihood of the related targets being met.
2. The value of Options has been calculated using Black-Scholes options valuation methodology.
3. The current value of equity securities, including Shares, Options and Performance Rights, has been calculated on the basis that Shares have a current value of \$0.175 each, being the closing price of the Company's Shares as at 10 October 2017.

4. Each Performance Right provides its holder with a right to be issued one Share upon the relevant milestone for that class of Performance Right being achieved and the Performance Right consequently vesting. Subject to ASX requirements, the Company retains the right to satisfy the Performance Rights by making payments of cash in lieu of Shares. The milestones for each class of Performance Right are summarised as follows:
- (a) Class A Performance Right: One third vest on each of the following milestones:
 - (i) 320 stores (or floors in a multi-level business) using AssetOwl's Management Platform for the 2017 calendar year.
 - (ii) The Company generating at least \$3,008,000 in revenue for the 2017 calendar year.
 - (iii) The Company breaking-even in relation to net profit before tax for the 2017 calendar year.
 - (b) Class B Performance Right: One third vests on each of the following milestones:
 - (i) 1,152 stores (or floors in a multi-level business) using AssetOwl's Management Platform for the 2018 calendar year.
 - (ii) The Company generating at least \$5,760,000 in revenue for the 2018 calendar year.
 - (iii) The Company achieving at least \$1,792,000 in net-profit before tax for the 2018 calendar year.
 - (c) Class C Performance Right: One third vests on each of the following milestones:
 - (i) 1,408 stores (or floors in a multi-level business) using AssetOwl's Management Platform for the 2019 calendar year.
 - (ii) The Company generating at least \$10,400,000 in revenue for the 2019 calendar year.
 - (iii) The Company achieving at least \$5,696,000 in net-profit before tax for the 2019 calendar year.