



Novita Healthcare Limited

ACN 108 150 750

NOTICE OF MEETING AND EXPLANATORY MEMORANDUM

Friday, 18 August 2017 at 11.00am (AEST)

Notice is given that an Extraordinary General Meeting of Shareholders (EGM) of Novita Healthcare Limited ACN 108 150 750 (Novita or the Company) will be held at the Governance Institute of Australia, Level 7, 500 Collins Street, Melbourne, Victoria on Friday, 18 August 2017 at 11.00 AM (AEST)

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 advisors prior to voting. Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on 1300 082 013 or at info@novitahealthcare.com.au

TABLE OF CONTENTS

Table of Contents

1.	NOTICE OF MEETING and RESOLUTIONS.....	3
1.1.	Resolution 1 – Issue of Shares to Sophisticated and Professional Investors	3
1.2.	Resolution 2 - Issue of New Shares to Directors.....	3
1.3.	Resolution 3 – Issue of Shares to Torus Games.....	3
1.4.	Resolution 4 – Issue of Shares to Grey Innovation	4
1.5.	Resolution 5 – Approval of prior share issues.....	4
2.	PROXIES AND VOTING NOTES.....	5
3.	EXPLANATORY MEMORANDUM.....	7
3.1.	Notes - Issue of Shares to Sophisticated and Professional Investors.....	7
3.2.	Notes - Issue of New Shares to Directors	8
3.3.	Notes – Issue of Shares to Torus Games	8
3.4.	Notes - Issue of Shares to Grey Innovation	9
3.5.	Notes - Approval of Prior Issue of Shares	10
4.	GLOSSARY.....	11

1. NOTICE OF MEETING and RESOLUTIONS

NOTICE IS GIVEN that an Extraordinary General Meeting (EGM) of the Shareholders of Novita Healthcare Limited (ACN 108 150 750) (“the Company” or “Novita”) will be held at 11:00 AM (AEST) on Friday, 18 August 2017 at the Governance Institute of Australia office, Level 7, 500 Collins Street, Melbourne, Victoria for the purposes of transacting the following business.

The Explanatory Memorandum and Proxy Form accompanying this Notice of Meeting are hereby incorporated in and comprise part of this Notice of Meeting.

1.1. Resolution 1 – Issue of Shares to Sophisticated and Professional Investors

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the allotment and issue of up to Sixty Six Million Six Hundred and Sixty Six Thousand Six Hundred and Sixty Seven (66,666,667) new fully paid ordinary Shares in the capital of the Company at an issue price of \$0.030 per share, for the purposes and otherwise, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a 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 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 decides.

1.2. Resolution 2 - Issue of New Shares to Directors

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue to Messrs Simari and Harcourt, or entities associated with them, up to Four Million Three Hundred and Thirty Three Thousand, Three Hundred and Thirty Three (4,333,333) new fully paid ordinary Shares in the capital of the Company at an issue price of \$0.030 per share, for the purposes and otherwise, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”

Voting Exclusion: The Company will disregard any vote cast on this Resolution 2 by Messrs Simari and Harcourt and any other person who may participate in the proposed issue, and any associate of that person (or 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.

1.3. Resolution 3 – Issue of Shares to Torus Games.

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the allotment and issue to Torus Games, or entities associated with them, up to Two Million Five Hundred and Sixty Six Thousand Six Hundred and Sixty Seven (2,566,667) new fully paid ordinary Shares in the capital of the Company at an issue price of \$0.030 per share, for the purposes and otherwise, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Torus Games 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 decides.

1.4. Resolution 4 – Issue of Shares to Grey Innovation

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue to Grey Innovation or entities associated with them, Five Million Six Hundred and Sixty Six Thousand Six Hundred and Sixty Seven (5,666,667) new fully paid ordinary Shares in the capital of the Company at an issue price of \$0.030 per share, for the purposes and otherwise, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”

Voting Exclusion: The Company will disregard any vote cast on this Resolution 4 by Grey Innovation, Mr Jefferson Harcourt and any other person who may participate in the proposed issue, and any associate of that person (or 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.

1.5. Resolution 5 – Approval of prior share issues

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 of the Company approve the prior issue of Forty Seven Million Three Hundred and Fifty Five Thousand and Seven Hundred and Sixty Two (47,355,762) new fully paid ordinary Shares in the capital of the Company, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”

Voting Exclusion: The Company will disregard any votes cast on Resolution 5 by or on behalf of vendor of Newly Pty Ltd, their associated or any other person who may benefit from the issue of 30,689,095 Shares on 19 July 2017 or any the investors who participated in the placement of 16,666,667 Shares issued on 19 July 2017 and their associates and or who might have obtained a benefit from the issue, except a benefit solely in the capacity of a holder of ordinary securities. 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.

By order of the Board

John Osborne
Company Secretary
Date: 19 July 2017

2. PROXIES AND VOTING NOTES

Voting entitlement

The Board has determined, in accordance with regulation 7.11.37 of the Corporations Regulations, that for the purpose of voting at the Extraordinary General Meeting (EGM) of Shareholders, the shares held by each Shareholder will be as they appear on the Company's share register at 7.00 PM AEDT on Thursday, 17 August 2017. This means that if you are not the registered holder of a share at that time you will not be entitled to vote in respect of that share.

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

Voting by proxy

IMPORTANT: The Board recommends that shareholders vote in favour of each item of business. **The Chairman intends to vote all available undirected proxies in favour of each item of business.**

Each Shareholder who is entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on behalf of that Shareholder. The proxy may be an individual or a body corporate. A proxy need not be a Shareholder.

A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If a Shareholder appoints two proxies and the appointment does not specify the proportion, or number, of the Shareholder's votes each proxy may exercise, each proxy may exercise half the votes (disregarding fractions). If a Shareholder appoints two proxies, neither proxy may vote on a show of hands.

A proxy appointment form is enclosed with this Notice of Meeting. For the appointment of a proxy to be valid, the proxy form and the power of attorney or other authority (if any) under which it is signed must be received either at Novita's registered office or at the Company's share registry, Automic Registry Services, no later than 24 hours prior to the EGM, being 11:00 AM on Thursday, 17 August 2017:

The completed Proxy Voting Form may be lodged:

Online: <https://investor.automic.com.au>

Email: scan to hello@automic.com.au

By facsimile: +61 2 8583 3040

By mail: Automic, PO Box 2226, Strawberry Hills NSW 2012

By delivery: Automic, Level 3, 50 Holt Street, Surry Hills NSW 2010

Your proxy appointment form is enclosed.

Further information for proxyholders (directed proxies)

Section 250BB(l) 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).

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

- (a) 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
- (b) the appointed proxy is not the chair of the meeting; and
- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either of the following applies:
 - (i) the proxy is not recorded as attending the meeting;
 - (ii) 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.

Undirected Proxies

The Chairman intends to vote all available undirected proxies in favour of each item of business.

Bodies corporate

A Shareholder which is a body corporate and entitled to attend and vote at the EGM, or a proxy which is a body corporate and is appointed by a Shareholder entitled to attend and vote at the EGM, may appoint an individual to act as its representative at the EGM.

If a representative of a corporate Shareholder or a corporate proxy is to attend the EGM, a certificate of appointment of the representative must be produced prior to admission to the EGM. A form of certificate of appointment can be obtained from the Company's share registry, Automic Registry Services whose contact details are shown above.

Defined Terms

Capitalised terms in this Notice of Meeting and Explanatory Statement are defined either in the "Glossary" in section 4 or where the relevant term is first used.

3. EXPLANATORY MEMORANDUM

Important Notices. The purpose of this Explanatory Memorandum (which accompanies, and forms part of, the Notice of Meeting), is to provide Shareholders with an explanation of the business of the EGM and of the resolutions to be proposed and considered at the EGM at 11.00 AM (AEST) on Friday, 18 August 2017 and to assist shareholders in deciding how they may wish to vote on the resolutions.

Shareholders should read this Explanatory Memorandum in full before making a decision on how to vote on the proposed resolutions to be considered at the EGM.

EXPLANATORY NOTES FOR EACH RESOLUTION FOLLOWS

3.1. Notes - Issue of Shares to Sophisticated and Professional Investors

General

Resolution 1 seeks Shareholder approval for the Company to issue 66,666,667 Shares at an issue price of \$0.030 per Share to raise \$2.0 million (before costs) by way of a private Placement (Tranche 2) to professional and sophisticated investors (within the meaning ascribed to those terms in section 708 of the Corporations Act). On 12 July 2017 the Company announced a placement of new shares in two tranches, the first, Tranche 1, was an unconditional placement of 16.7 million shares issued under the Company's existing placement capacity pursuant to ASX Listing Rule 7.1 and 7.1A to raise approximately \$0.5 million; and the other Tranche 2, the subject of Resolution 1 is a conditional placement of 66.7 million shares (to raise approximately \$2.0 million), subject to shareholder approval at the EGM

The effect of Resolution 1 will be to allow the Company to issue up to 66,666,667 million Shares during the period of 3 months after the Meeting (or a longer period if allowed by ASX) without using the Company's 15% annual placement capacity under ASX Listing Rule 7.1.

ASX Listing Rule 7.1

ASX Listing Rule 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.

The effect of Resolutions 1 will be to allow the Company to issue the Placement (Tranche 2) Shares during the period of up to 3 months after the EGM without using the Company's 15% annual placement capacity under ASX Listing Rule 7.1.

Information required by ASX

Pursuant to and in accordance with ASX Listing Rules 7.1 and 7.3, the following information is provided in relation to the issue of the Placement:

Resolution 1	
Maximum number of Shares to be issued	66,666,667
Date by which Shares will be issued	On or about 23 August 2017, but in any event, no later than 3 months after the date of the Shareholder Meeting (or such later date to the extent permitted by any ASX waiver or modification to ASX Listing Rules).
Issue price	\$0.030 per Share
Names of the persons to whom the Shares will be issued	Approximately 20 professional and sophisticated investors (within the meaning ascribed to those terms in section 708 of the Corporations Act) none of which are related parties of the Company. The investors will all be clients of Shaw and Partners, Lead Manager for the Placement (Tranche 2).
Terms of the Shares	The Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares on issue

Intended use of funds raised	To raise up to \$2,000,000 and the Company intends to apply the proceeds of the Placement to fund the working capital requirements of the Newly acquisition in addition to the investment required to further develop the software and rollout the business nationally and additional expansion capital to support and accelerate the commercialisation of TALI Train.
Voting exclusion statement	A voting exclusion statement is included in the Notice of Meeting accompanying the Explanatory Memorandum

3.2. Notes - Issue of New Shares to Directors

General

Resolution 2 seeks Shareholder approval for the Company to issue up to 4,333,333 Shares to two (2) Directors of the Company who will be taking up their full entitlement in the Rights Issue and wish to apply for Shortfall Shares, pursuant to the Top-Up Facility.

The effect of Resolution 2 will be to allow two Directors of the Company to support and contribute to the success of the Placement (Tranche 2), if Resolutions 1 and 2 above are passed by Shareholders, under ASX Listing Rules 7.1 and 10.11 respectively.

A summary of ASX Listing Rule 7.1 is set out in Section 3.1 above.

ASX Listing Rule 10.11

ASX Listing Rule 10.11 provides that a company must not, subject to specified exceptions, issue or agree to issue equity securities to any related party to the Company, which includes all Directors, without the approval of ordinary Shareholders.

Information required by ASX

Pursuant to and in accordance with ASX Listing Rules 10.11 and 10.13, the following information is provided in relation to the proposed issue of New Shares:

Resolution 2	
Names of the persons to whom the Shares will be issued	Messrs Simari and Harcourt or entities associated with them.
Maximum number of Shares to be issued	Mr Simari or his nominee – Up to 1,000,000 New Shares Mr Harcourt or his nominee – Up to 3,333,333 New Shares
Date by which Shares will be issued	On or about 23 August 2017, but in any event no later than 1 months after the date of the EGM.
Relationship of the persons	Messrs Simari and Harcourt are each a Director of the Company.
Issue price	\$0.030 per Share
Intended use of funds raised	The funds raised from the Directors' participation in the Rights Issue and Top-Up Facility are identical to the intended use of funds noted in Section 3.1 above.
Voting exclusion statement	A voting exclusion statement is included in the Notice of Meeting accompanying the Explanatory Memorandum

3.3. Notes – Issue of Shares to Torus Games

General

Resolution 3 seeks Shareholder approval for the Company to issue 2,566,667 Shares at an issue price of \$0.030 per Share being \$77,000 being part consideration for a contract between the Company and Torus Games for specific work to be undertaken by Torus Games. The work is for the development of graphic technologies as part of the development required for commercialisation of the TALI technology.

The effect of Resolution 3 will be to allow the Company to issue Shares to Torus Games in lieu of cash during the period of 3 months after the EGM (or a longer period if allowed by ASX) without using the Company's 15% annual placement capacity under ASX Listing Rule 7.1.

A summary of ASX Listing Rule 7.1 is set out in Section 3.1 above.

Information required by ASX

Pursuant to and in accordance with ASX Listing Rules 7.1 and 7.3, the following information is provided in relation to the issue of Shares to Torus Games:

Resolution 1	
Maximum number of Shares to be issued	2,566,667
Date by which Shares will be issued	On or about 23 August 2017, but in any event no later than 3 months after the date of the Shareholder Meeting (or such later date to the extent permitted by any ASX waiver or modification to ASX Listing Rules).
Issue price	\$0.030 per Share
Names of the persons to whom the Shares will be issued	Torus Games or an entity associated with them, none of which are related parties of the Company.
Terms of the Shares	The Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares on issue
Intended use of funds raised	The issue of Shares is in lieu of cash payment for the on-going contractual commitment of Torus Games supporting the commercialisation of TALI Train.
Voting exclusion statement	A voting exclusion statement is included in the Notice of Meeting accompanying the Explanatory Memorandum

3.4. Notes - Issue of Shares to Grey Innovation

General

Resolution 4 seeks Shareholder approval for the Company to issue 5,666,667 Shares at an issue price of \$0.030 per Share being part consideration for a contract between the Company and Grey Innovation for specific work to be undertaken by Grey Innovation. The work is for the development of TALI Train portal that is fundamental to the final stage of software development for successful commercialisation of the TALI technology in the near term.

The effect of Resolution 4 will be to allow the Company to issue Shares to Grey Innovation in lieu of cash during the period of 3 months after the EGM (or a longer period if allowed by ASX) without using the Company's 15% annual placement capacity under ASX Listing Rules 7.1 and 10.11.

A summary of ASX Listing Rule 7.1 is set out in Section 4.1 above and of ASX Listing Rule 10.11 is set out in Section 4.2 above.

Information required by ASX

Pursuant to and in accordance with ASX Listing Rules 10.11 and 10.13, the following information is provided in relation to the issue of the Placement:

Resolution 2	
Names of the persons to whom the Shares will be issued	Grey Innovation or a nominee or an entity associated with them.
Maximum number of Shares to be issued	5,666,667
Date by which Shares will be issued	On or about 23 August 2017, but in any event no later than 1 months after the date of the EGM.

Relationship of the persons	Grey Innovation is a company controlled by Mr Harcourt, a Director of the Company and if issued to a nominee of Grey Innovation, the nominee will be a related party to Mr Harcourt.
Issue price	\$0.030 per Share
Intended use of funds raised	The issue of Shares is in lieu of cash payment for the on-going contractual commitment of Grey Innovation providing services supporting the commercialisation of TALI Train.
Voting exclusion statement	A voting exclusion statement is included in the Notice of Meeting accompanying the Explanatory Memorandum

3.5. Notes - Approval of Prior Issue of Shares

General

Resolution 5 seeks Shareholder approval for the issue of Shares to the vendors of Newly Pty Ltd and a Placement (Tranche 1) to professional and sophisticated investors as advised to ASX in the Capital Raising Announcement of 12 July 2017 and Appendix 3B lodged on 14 July 2017. These two issues, being a total of 47,355,762 Share, are made pursuant to the capacity to issue Shares without prior Shareholder approval under ASX Listing Rules 7.1 and 7.1A and Resolution 5 seeks subsequent approval of these issues under ASX Listing Rule 7.4

The effect of Resolutions 5 will be to allow the Company to refresh its capacity to issue shares without Shareholder approval under ASX Listing Rule 7.1.

ASX Listing Rules 7.1 and 7.4

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 allows a company in general meeting to subsequently approve previous issues of shares made pursuant to and not in breach of ASX Listing Rule 7.1. The approval, if granted, allows the shares subject to the approval to be deemed to have been made with shareholder approval for the purposes of ASX Listing Rule 7.1.

Information required by ASX

Pursuant to and in accordance with ASX Listing Rules 7.1, 7.4 and 7.5, the following information is provided in relation to the approval of prior issues:

Resolution 5	Newly acquisition	Placement – Tranche 1
Shares Issued	30,689,095	16,666,667
Issue price (per Share)	\$0.030	\$0.030
Terms of Shares - Escrow term	Fully paid ordinary shares ranking equally with existing shares. 18 months from date of issue	None
Persons to whom Shares issue to	The five Vendors of Newly Pty Ltd, none of which are related parties of the Company.	15 professional and sophisticated investors none of which are related parties of the Company. The investors are all clients of Shaw and Partners, Lead Manager for the Placement (Tranche 1).
Use of funds raised	Part consideration of the acquisition	Working capital requirement, support the commercial roll-out of TALI Train and expand Newly platform.
Voting exclusion statement	A voting exclusion statement is included in the Notice of Meeting accompanying the Explanatory Memorandum	

The above Shares were the only Shares issued pursuant to the Company's capacity under Listing Rule 7.1 and 7.1A as at the date of this Notice.

4. GLOSSARY

\$	Australian Dollars
AEST	Australian Eastern Standard Time (Melbourne, ACT and Sydney time)
ASIC	Australian Securities and Investments Commission
Associate and Related Party	have the meanings they have in the Corporations Act.
ASTC Settlement Rules	the operating rules of the settlement facility operated by the Australian Settlement and Transfer Corporation Pty Ltd ACN 008 504 532.
ASX	ASX Limited (ACN 008 624 691) or the financial market operated by it, as the context requires.
Board	the board of Directors of the Company.
Class Order	a class order issued by ASIC.
Company or Novita Corporations Act	Novita Healthcare Limited ACN 108 150 750 Corporations Act 2001 (Cth).
Directors	the directors of the Company
EGM	Extraordinary General Meeting of Shareholders, the subject of this Notice of Meeting
Explanatory Memorandum or Explanatory Notes	the explanatory memorandum to the Notice of Meeting.
Grey Innovation	Grey Innovation Pty Ltd (ACN 083 304 214) a company controlled by a Director of the Company, Mr Harcourt
Listing Rules	ASX Listing Rules.
Meeting Time and Date	11:00 AM (AEST) on Friday, 18 August 2017.
New Shares	Shares offered under this Offer Document.
Newly	Newly Pty Ltd (ACN 158 797 936) Level 1, 366A Bridge Rd, Richmond VIC 3121
Rights Issue	an offer to shareholders to subscribe 1 Share for every for every 6 Shares held at an issue price of \$0.030 as documented in the Rights Issue Offer Document
Rights Issue Offer Document	the Non-Renounceable Rights Issue Offer Document lodged with ASX on 12 July 2017
Notice or Notice of Meeting	this notice of the Extraordinary General Meeting of Shareholders including the Explanatory Memorandum
Placement (Tranche 1)	placement of 16.7 million shares at \$0.030 per share to sophisticated and professional investors for allotment on 19 July 2017 as disclosed to the market on 12 July 2017
Placement (Tranche 2)	placement of 66.7 million shares at \$0.030 per share to sophisticated and professional investors for allotment on 23 July 2017 subject to Shareholder approval during an EGM to be held on 18 August 2017 as disclosed to the market 12 July 2017

Share

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

Share Registry

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

Shareholder

a holder of Shares in the Company as recorded on the Share Registry.

Top-Up Facility

a right of Shareholders to apply for additional New Shares in excess of their full entitlement that are not subscribed for by other eligible Shareholders as detailed in the Rights Issue Offer Document

Torus Games

Torus Games Pty Ltd (ACN 069 420 613)
52-62 Stud Road, Bayswater, VIC 3153

GM Registration Card

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

Vote by Proxy

NHL:

Holder Number:

Option A – Please choose to vote online, because:

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



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

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

STEP 1: Please appoint a Proxy

Option B – Appoint a proxy, by paper:

I/We being a Shareholder entitled to attend and vote at the General Meeting of the Company, to be held at **11.00 am (AEST) on Friday, 18 August 2017 at the Governance Institute of Australia, Level 7, 500 Collins Street, Melbourne, Victoria** hereby:

Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

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

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

STEP 2: Voting Direction

Resolutions

	For	Against	Abstain
1 Issue of Shares to Sophisticated and Professional Investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Issue of New Shares to Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Issue of Shares to Torus Games	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Issue of Shares to Grey Innovation	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of prior share issues	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2017

Email Address _____

HOW TO COMPLETE THIS PROXY VOTING FORM

LOGGING YOUR PROXY VOTE

This Proxy Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by 11.00am (AEST) on Thursday, 17 August 2017, being **not later than 24 hours** before the commencement of the Meeting. Any Proxy Voting Forms received after that time will not be valid for the scheduled Meeting.

Proxy Voting Forms can be lodged:

 **ONLINE**
<https://investor.automic.com.au/#/loginsah>



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

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

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

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

YOUR NAME AND ADDRESS

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

VOTING UNDER STEP 1 - APPOINTING A PROXY

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

DEFAULT TO THE CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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

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

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

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

CORPORATE REPRESENTATIVES

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

ATTENDING THE MEETING

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

OTHER RESOLUTIONS

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

POWER OF ATTORNEY

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