

# **DOCLOCKER WORLDWIDE LIMITED**

**ACN 123 148 443**

## **NOTICE OF ANNUAL GENERAL MEETING**

THIS DOCUMENT COMPRISES A NOTICE OF ANNUAL GENERAL MEETING OF DOCLOCKER WORLDWIDE LIMITED TO BE HELD AT LEVEL 12, 90 ARTHUR STREET, NORTH SYDNEY IN THE STATE OF NEW SOUTH WALES AT 11AM ON THE 29<sup>TH</sup> DAY OF NOVEMBER 2010. NOTE THAT IN ORDER FOR ANY PROXIES TO BE VALID FOR USE AT THIS ANNUAL GENERAL MEETING THESE PROXIES MUST BE COMPLETED AND RETURNED TO THE COMPANY NO LATER THAN 11AM ON 25<sup>TH</sup> NOVEMBER 2010.

**Table of Contents**

**PART 1     LETTER FROM THE COMPANY .....1**

**PART 2     NOTICE OF ANNUAL GENERAL MEETING.....2**

**PART 3     PROXIES AND PROXY FORMS .....3**

**PART 1 LETTER FROM THE COMPANY**

21 October 2010

Dear Shareholder

Enclosed with this letter is a Notice of the Annual General Meeting of the Company.

**Recommendation**

The directors unanimously recommend that you vote in favour of all of the resolutions.

***Your vote is important and as a Board we encourage you to either attend the Meeting in person or complete the Proxy Form accompanying the Notice of Meeting and return it in accordance with the directions provided.***

I look forward to seeing you at the meeting.

Yours sincerely



**Bob Barraket**  
Chairman

## **PART 2 NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that a Annual General Meeting of **DocLocker Worldwide Limited ACN 123 148 443** (the **Company**) will be held at Level 12, 90 Arthur Street, North Sydney in the State of New South Wales on the 29<sup>th</sup> day of November 2010 at 11.00am.

### **ORDINARY BUSINESS**

#### **1. To receive the Accounts**

To receive the Reports of Directors and Auditors and the Financial Report for the year ended 30 June 2010.

#### **2. To adopt the Remuneration Report**

To consider, and if thought fit, pass the following non – binding resolution: "That the Company adopt the Directors' Remuneration Report for the year ended 30 June 2010".

N.B. The vote on this resolution is advisory only and does not bind the Directors or the Company.

#### **3. To elect a Director**

To elect Mr Paul Nankervis as a Director of the Company.

Mr Nankervis retires by rotation as a Director pursuant to the Company's Constitution and, being eligible, offers himself for re-election.

#### **4. To elect a Director**

To elect Mr Ian Buddery as a Director of the Company.

Mr Buddery retires by rotation as a Director pursuant to the Company's Constitution and, being eligible, offers himself for re-election.

#### **5. To approve Options**

To approve the allotment to M4Soft Pty Ltd ACN 086 631 307 of 1,500,000 options to acquire shares in the capital of the Company ranking pari passu with all other shares at \$1.00 per share on the terms and conditions set out in the Option Agreement entered into by the Company and M4Soft Pty Ltd.

Note: By way of explanation, M4Soft Pty Ltd is a company which is controlled by Mr Ian Buddery, a Director of the Company, and accordingly the grant of options is subject to shareholders approval.

The terms of the options are set out in the Explanatory Note annexed hereto.

**PART 3 PROXIES AND PROXY FORMS**

- (a) **Right to appoint:** Each member entitled to vote at the meeting has the right to appoint a proxy to attend and vote for the member at the meeting. To appoint a proxy, use the Proxy Form sent out with this Notice.
- (b) A proxy or attorney is not entitled to vote while the member appointing them is present at the meeting.
- (c) **Who may be a proxy:** A member can appoint anyone to be their proxy. A proxy need not be a member of the Company. The proxy appointed can be described in the Proxy Form by an office held, eg "Chair of the Meeting".
- (d) **Two proxies:** A member who is entitled to two or more votes at the meeting, may appoint two proxies. Where two proxies are appointed:
  - (i) a separate Proxy Form should be used to appoint each proxy; and
  - (ii) the Proxy Form may specify the proportion, or the number, of votes that each proxy may exercise, and if it does not do so each proxy may exercise half of the votes.
- (e) **Signature(s) of individuals:** In the case of members who are individuals, the Proxy Form must be signed if the shares are held:
  - (i) by one person, by that member, or
  - (ii) in joint names, by any one of them.
- (f) **Signatures on behalf of companies:** In the case of members which are companies, the Proxy Form must be signed:
  - (i) if it has a sole director who is also sole secretary, by that director (and stating that fact next to or under the signature on the Proxy Form); or
  - (ii) in the case of any other company, by two directors or by a director and secretary.

The use of the common seal of the company on the Proxy Form is optional.

- (g) **Lodgement place and deadline:** Proxy forms must be received by the Company c/- Legal Ease Lawyers Pty Ltd with the original or a certified copy of the authority under which the Proxy Form is signed (if the Proxy Form is signed by an attorney or other representative):

BY MAIL:

Legal Ease Lawyers Pty Ltd, Suite 2 Level 11, 90 Arthur St North Sydney NSW 2060

BY HAND:

Legal Ease Lawyers Pty Ltd, Suite 2 Level 11, 90 Arthur St North Sydney NSW 2060

BY FACSIMILE:

02 8456 7555

by no later than 11.00AM (AEDT) on 25<sup>th</sup> November 2010.

### **CORPORATE REPRESENTATIVES**

A body corporate may appoint an individual to act as its representative to exercise any of the powers the body may exercise at meetings of a company's members. Unless otherwise stated, the corporate representative may exercise all of the powers the appointing body can exercise. The certificate evidencing the appointment of a corporate representative (or a photocopy or facsimile of it) the certificate evidencing the appointment of a corporate representative shall be sufficient evidence of the authority of the representative (or a photocopy or facsimile of it) must be received by the Company c/- Legal Ease Lawyers Pty Ltd, Suite 2 Level 11 90 Arthur St North Sydney NSW 2060, or by facsimile on 02 8456 7555 by no later than 11.00AM (AEDT) on 25<sup>th</sup> November 2010.

### **MEMBERS WHO ARE ENTITLED TO VOTE**

In accordance with Section 1109N of the *Corporations Act*, the Directors have determined that a person's entitlement to vote at the meeting will be the entitlement of that person set out in the register of members as at 11.00AM on 29<sup>th</sup> November 2010.

## PROXY FORM

### DocLocker Worldwide Limited

ACN 123 148 443

#### Member

*(Full name of member - please print)*

*(Address)*

#### Appoints

*(Proxy name or office held by Proxy - please print)*

or failing that person, or if no person is named, **the Chair of the Meeting** to vote as directed below, or if no directions are given, as the Proxy or Chairman thinks fit (with discretion as to any business not referred to below) at the **Annual General Meeting** of the Company to be held at 11.00AM on the 29<sup>th</sup> day of November 2010, and at any adjournment of that meeting.

#### IMPORTANT FOR MOTIONS BELOW

If the Chairman of the Meeting is to be your proxy and you have not directed your proxy to vote on any of the motions below, please place a mark in the adjacent box

☐

By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of a motion and that votes cast by him, other than as a proxy holder, would be disregarded because of that interest.

If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on any motion and your votes will not be counted in computing the required majority if a poll is called on a motion.

The Chairman of the Meeting intends to vote undirected proxies in favour of each motion.

## ORDINARY BUSINESS

*For      Against      Abstain*

**1. First Resolution as an Ordinary Resolution**

To receive the Reports of Directors and Auditors and the Financial Report for the year ended 30 June 2010.

☐      ☐      ☐

**2. Second Resolution as an Ordinary Resolution**

That the Company adopt the Directors' Remuneration Report for the year ended 30 June 2010.

☐      ☐      ☐

**3. Third Resolution as an Ordinary Resolution**

To elect Mr Paul Nankervis as a Director of the Company.

☐      ☐      ☐

**4. Fourth Resolution as an Ordinary Resolution**

To elect Mr Ian Buddery as a Director of the Company.

☐      ☐      ☐

**5. To approve Options**

To approve the allotment to M4Soft Pty Ltd ACN 086 631 307 of 1,500,000 options to acquire shares in the capital of the Company ranking pari passu with all other shares at \$1.00 per share on the terms and conditions set out in the Option Agreement entered into by the Company and M4Soft Pty Ltd.

☐      ☐      ☐

### Appointment of a second proxy

If appointing a second proxy, state the number or percentage of votes applicable to the proxy appointed by this form.

Date

**Signature by Individual or Attorney**

**Execution by Company with Sole Director**

\_\_\_\_\_  
*Signature of Member or Attorney*

\_\_\_\_\_  
*Sole Director and Sole Secretary*

**Execution by Company**

\_\_\_\_\_  
*Director*

\_\_\_\_\_  
*Director / Secretary*



*Note: Please read under Part 6: Proxies and Proxy Forms in the Notice of Annual General Meeting, as to completion and lodgement of this Proxy Form.*

**Lodgement place and deadline:** Proxy forms must be received by the Company c/- Legal Ease Lawyers Pty Ltd with the original or a certified copy of the authority under which the Proxy Form is signed (if the Proxy Form is signed by an attorney or other representative):

BY MAIL:

Legal Ease Lawyers Pty Ltd, Suite 2 Level 11 90 Arthur St North Sydney NSW 2060

BY HAND:

Legal Ease Lawyers Pty Ltd, Suite 2 Level 11 90 Arthur St North Sydney NSW 2060

BY FACSIMILE:

02 8456 7555

by no later than 11.00AM (AEDT) on 25<sup>th</sup> November 2010.