

DOCLOCKER WORLDWIDE LIMITED

ACN 123 148 443

EXPLANATORY NOTE IN RESPECT OF RESOLUTION 5 OF THE NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY NOTE

The terms and conditions of the Option Agreement between DocLocker Worldwide Limited ACN 123 148 443 ("the Company") and M4Soft Pty Ltd ACN 086 631 307 ("M4Soft Pty Ltd") as referred to in the Notice of Annual General Meeting of the Company are as follows:

1. The Company grants M4Soft Pty Ltd an option to have granted to it not less than 1,500,000 fully paid Ordinary Shares in the Company at \$1.00 per share ranking pari passu with all other issued Ordinary Shares of the Company.
2. M4Soft Pty Ltd may at any time during the 3 year option period exercise the right to take up the Option and from time to time may take up shares in tranches of not less than fifty thousand (50,000) Ordinary Shares in the Company per tranche.
3. In the event that at the end of the 3 year period some or all of the shares the subject of the Option have not been taken up then the Option in respect of those shares will expire worthless.
4. M4Soft Pty Ltd shall not be entitled to participate in any bonus or entitlement issue of shares made by the Company during the 3 year option unless or until any Option granted hereby shall have been exercised (in whole or in part and only in respect of those shares which have been taken up).
5. In the event of any reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company, M4Soft Pty Ltd will have a pro rata entitlement in respect of any shares to which the Option relates.
6. Application will NOT be made for official quotation in respect of any Option on any Exchange.