
IQNOVATE LTD
ACN 149 731 644

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS GIVEN that the 2018 Annual General Meeting of Members of iQnovate Limited (**Company**) will be held at the time, date and place specified below:

Time: 10:00AM (AEDT)

Date: Monday, 26 November 2018

Place: The Grace Hotel (Pinaroo 4 Room) Lvl 1, 77 York Street, Sydney NSW 2000

Members unable to attend the AGM are encouraged to vote by proxy on the resolutions to be considered at the meeting. Explanatory notes and instructions on how to vote (including how to vote by proxy) are set out in the Notice of Meeting.

AGENDA

ITEMS OF BUSINESS

Item 1 Financial Report, Directors' Report and Auditors Report

To receive and consider the Financial Report, the Directors' Report and Independent Auditor's Report for the Company and its controlled entities for the financial year ended 30 June 2018.

Item 2 Adoption of the Remuneration Report

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

"That the Remuneration Report of the Company for the year ended 30 June 2018 be adopted."

Please Note:

- In accordance with section 250R of the *Corporations Act 2001* (Cth) the vote on this resolution is advisory only and does not bind the Company or the Directors.

- **Voting Exclusion Statement:**

Votes cannot be cast on Item 2 (Remuneration Report):

- *by, or on behalf of a member of the Key Management Personnel (KMP) of the Company details of whose remuneration are included in the Remuneration Report, or a closely related party of any such member; or*
- *as a proxy by a member of the KMP or a KMP's closely related party, unless the vote is cast as proxy for a person entitled to vote and:*
 - *for directed proxies, in accordance with the direction specified on the proxy form how to vote; or*
 - *for undirected proxies, by the Chairman in accordance with an express direction specified on the proxy form to vote as the proxy decides even though the Resolution is connected directly or indirectly with the remuneration of a member of the KMP of the Company.*

Item 3 Re-election of Director – Mr Con Tsigounis

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

"That, Mr Con Tsigounis, who is retiring in accordance with ASX Listing Rule 14.4 and Rule 16.1 the Constitution, and who offers himself for re-election, is re-elected as a Director of the Company."

BY ORDER OF THE BOARD



Gerardo Incollingo
Company Secretary
26 October 2018

NOTES

1. Who may vote

In accordance with Regulation 7.11.37 of the Corporations Regulations, the Company (as convenor of the Meeting) has determined that a person's entitlement to attend and vote at the Meeting will be those persons set out in the register of Shareholders as at 7:00PM (AEDT) on 24 November 2018. This means that any Shareholder registered at 7:00PM (AEDT) on 24 November 2018 is entitled to attend and vote at the Meeting.

2. Proxies

A Member entitled to attend this Meeting and vote, is entitled to appoint a proxy to attend and vote on behalf of that Member at the Meeting.

- (a) A proxy need not be a Member and may be an individual or a body corporate.
- (b) If the Member is entitled to cast two or more votes at the Meeting, the Member may appoint two proxies and may specify the proportion or number of the votes which each proxy is appointed to exercise. If the Member appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes held by that Member.
- (c) If the Member appoints only one proxy, that proxy is entitled to vote on a show of hands. If a Member appoints two proxies, only one proxy is entitled to vote on a show of hands.
- (d) Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.
- (e) A Proxy Form accompanies this Notice.
- (f) Unless the Member specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit, or abstain from voting.
- (g) If a Member wishes to appoint a proxy, the Member should complete the Proxy Form and comply with the instructions set out in that form relating to lodgement of the form with the Company.
- (h) The Proxy Form must be signed by the Member or his or her attorney duly authorised in writing or, if the Member is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the Corporations Act.
- (i) If any attorney or authorised officer signs the Proxy Form on behalf of a Member, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the Proxy Form.
- (j) The Proxy Form (together with any relevant authority) must be received by the Company's registry by no later than 10:00AM (AEDT) on 24 November 2018
- (k) The completed Proxy Form may be:
 - Mailed to the address on the Proxy Form; or
 - Faxed to iQNovate Ltd, Attention Company Secretary, on facsimile number +61 2 9290 9655; or
 - Delivered in person to the address on the Proxy Form.

3. Corporate Representative

Any corporate Member who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the *Corporations Act 2001* (Cth) authorising him or her to act as that company's representative. The authority must be sent to the Company and/or registry at least 24 hours in advance of the Meeting.

4. Undirected proxies

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on each item of business by marking either "For", "Against" or "Abstain" against each item of business on the proxy form.

If, however, you appoint the Chairman as your proxy, he will vote undirected proxies on, and in favour of, all of the proposed resolutions. If you do not want the Chairman to cast your vote in favour of adopting the Remuneration Report you must direct him to vote against the resolution or to abstain from voting on the resolution. If you have appointed a member of the key management personnel (other than the Chairman) for the Company or any of their closely related parties as your proxy, you must direct that person how to vote on Item 2 otherwise they will not be able to cast a vote as your proxy on that item.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice convening the 2018 Annual General Meeting of Members of iQnovate Limited (**Company**) to be held at 10:00AM (AEDT) on 26 November 2018 at The Grace Hotel (Pinaroo 4 Room) Lvl 1, 77 York Street, Sydney NSW 2000.

This Explanatory Memorandum is to provide Members with sufficient information to assess the merits of the resolutions and business to be conducted at the 2018 Annual General Meeting.

You should read the Notice and the Explanatory Memorandum in their entirety and in conjunction with each other before making any decisions in relation to the items of business.

Members are encouraged to submit any questions in relation to each item of business in advance of the AGM by completing and returning the enclosed AGM Question sheet.

Item 1 Financial Report, Directors' Report and Auditors Report

The Corporations Act requires the Financial Report, (which includes the Directors' Declaration), Directors' Report and Auditor's Report (**Reports**) to be received and considered at the AGM.

Neither the Corporations Act or the Constitution requires members to vote on such Reports. Members will be given a reasonable opportunity to ask questions in relation to these Reports at the AGM.

Members will also be given an opportunity to ask a representative of the Company's Auditor, RSM Australia Partners, questions relevant to 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 the financial statements and the independence of the Auditor in relation to the conduct of the audit.

Item 2 Adoption of the Remuneration Report

The Corporations Act requires the Company to put to a vote a resolution that the Remuneration Report be adopted. However, such a resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company for the financial year ending 30 June 2018.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

Voting Exclusion Statement

As required by the Corporations Act the Company will disregard any votes cast on Item 2:

- by or on behalf of any person who is disclosed in the Remuneration Report as Key Management Personnel (**KMP**) (including any Director), or a closely related party of any KMP (including certain family members and dependants of a KMP and companies they control); or
- by a proxy appointed by a person who is a member of the KMP at the date of the AGM or their closely related parties.

The Company need not disregard a vote cast by a person if:

- (a) The Chairman or any other member of the Key Management Personnel is appointed in writing by a Member who is entitled to vote as a proxy with specific instructions on how to vote on a resolution to adopt the Remuneration Report of the Company; or
- (b) the Chairman is appointed in writing by a Member who is entitled to vote as a proxy with no specific instructions on how to vote on a resolution to adopt the Remuneration Report, where the Member provides express authorisation for the Chairman to do so.

Members should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the resolutions of this Meeting, including this Item 2, subject to compliance with the Corporations Act. By signing and returning the proxy form a Member appointing the Chairman as their proxy with no voting direction is expressly authorising the Chairman to vote the proxy in favour of adopting the Remuneration Report the subject of Item 2.

The Directors note that each Director has a personal interest in their own remuneration and therefore they do not consider it is appropriate to make a voting recommendation in relation to Item 2.

The Chairman of the Meeting intends to vote all available undirected proxies in favour of the adoption of the Remuneration Report.

Item 3 Re-election of Director – Mr Con Tsigounis

In accordance with ASX Listing Rule 14.4 and Rule 16.1 of the Constitution at every AGM, one- third of the Directors for the time being (other than any Managing Director or equivalent) or, if their number is not a multiple of three, then the whole number nearest to but not less than one-third, must retire from office. A Director (other than any Managing Director or equivalent) must retire from office at the conclusion of the third AGM after which the Director was elected or re-elected.

Mr Con Tsigounis retires at this meeting in accordance with the above rules and, being eligible, offers himself for re-election.

Con has over 20 years' experience in business and investor relations, specifically in the wholesale and retail sectors. As a member of the Board of iQnovate Ltd since its inception, Con has been responsible for executing that company's investor relations and capital raising strategy. His experience in Member relationship management gives him the necessary skillset to assist the Company attain its corporate objectives.

The Directors unanimously recommend that the Shareholders vote in favour of Item 3.

DEFINITIONS

Throughout this Explanatory Memorandum the following various words and phrases are capitalised and the definitions of these capitalised words and phrases are set out below:

"**ASIC**" means the Australian Securities & Investments Commission.

"**Board**" means the board of Directors of the Company.

"**Chairman**" means chairman of the Annual General Meeting.

"**closely related party**" has the meaning set out in the Corporations Act.

"**Company**" means iQNovate Limited ACN 149 731 644.

"**Constitution**" means the Company's constitution.

"**Corporations Act**" means the *Corporations Act 2001* (Cth).

"**Corporations Regulations**" means the *Corporations Regulations 2001* (Cth).

"**Directors**" means the current Directors of the Company.

"**Explanatory Memorandum**" means this Explanatory Memorandum as modified or varied by any supplementary Memorandum issued by the Company from time to time.

"**Key Management Personnel**" or "**KMP**" has the same meaning as in the Corporations Act.

"**Meeting**" or "**Annual General Meeting**" or "**AGM**" means the annual general meeting convened by this Notice.

"**Member**" means a registered holder of a Share in the Company.

"**Notice**" or "**Notice of Meeting**" means the notice convening the annual general meeting of the Company to be held on 26 November 2018 which accompanies this Explanatory Memorandum.

"**Proxy Form**" means the proxy form that is enclosed with and forms part of this Notice.

"**Remuneration Report**" means the remuneration report set out in the Directors' Report section of the Company's Annual Financial Report for the year ended 30 June 2018.

"**Resolution**" means a resolution in the form proposed in the Notice of Meeting.

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (AEDT) on Saturday, 24 November 2018.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (AEDT) on Saturday, 24 November 2018.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **IQnovate Limited** (Company) and entitled to attend and vote hereby appoint:

☐

the **Chair of the Meeting** (mark box)

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **The Grace Hotel (Pinaroo 4 Room), Level 1, 77 York Street, Sydney NSW 2000 on Monday, 26 November 2018 at 10:00am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Item 2, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Item even though Item 2 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Item 2). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

| | | For | Against | Abstain* |
|--------|--|--------------------------|--------------------------|--------------------------|
| Item 2 | Adoption of the Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 3 | Re-election of Director – Mr Con Tsigounis | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2018

OPTIONAL QUESTION FOR THE CHAIRMAN OR AUDITOR

We aim to provide securityholders with the best opportunity to ask questions about the Company and its external audit at the Annual General Meeting. We will seek to respond to as many of the frequently asked questions as possible.