



# **Pointerra Limited**

**ABN 39 078 388 155**

## ***Notice of Annual General Meeting***

### ***Explanatory Statement***

***and***

### ***Proxy Form***

**Date of Meeting**

Tuesday, 27 November 2018

**Time of Meeting**

10.00 am (WST)

**Place of Meeting**

Ground Floor, London House  
216 St Georges Terrace  
Perth WA 6000

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Pointerra Limited (**Pointerra** or the **Company**) will be held on Tuesday, 27 November 2018, commencing at 10.00 am (WST) at Ground Floor, London House, 216 St Georges Terrace, Perth, Western Australia.

The enclosed Explanatory Statement accompanies and forms part of this Notice of Meeting.

### AGENDA

#### ORDINARY BUSINESS

##### Accounts and Reports

*To receive and consider the annual financial report for the financial year ended 30 June 2018, together with the reports by directors and auditors thereon.*

**To consider and, if thought fit, pass the following resolutions as ordinary resolutions:**

##### **Resolution 1: Adoption of Remuneration Report**

*That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report set out in the Company's 2018 Annual Report for the financial year ended 30 June 2018 be adopted.*

**Note:** *The vote on this resolution is advisory only and does not bind the directors of the Company.*

##### **Voting Exclusion Statement:**

Pursuant to section 250R(4) of the Corporations Act, the Company is required to disregard any votes cast on Resolution 1 (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member (together "prohibited persons").

However, the Company will not disregard a vote if:

- (c) the prohibited person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- (d) the vote is not cast on behalf of a prohibited person.

##### **Resolution 2: Re-election of Director (Mr G Griffiths)**

*That Mr Graham Griffiths, being a Director of the Company who retires by rotation in accordance with Clause 13.2 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a director of the Company.*

## SPECIAL BUSINESS

### Resolution 3: Ratification of Prior Issue – Options

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

*That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, the Company ratify the prior issue of 8,000,000 Options on the terms and conditions set out in the Explanatory Statement forming part of this Notice.*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this resolution by or on behalf of a person who participated in the issue or 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.

### Resolution 4: Approval of 10% Placement Capacity

To consider and, if thought fit, to pass 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 totalling up to 10% of the Shares on issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.*

**Voting Exclusion:** The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities) if the Resolution is passed or any associates of those persons. However, the Company will 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.

### Voting at General Meeting

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company at 4.00pm (WST) on 25 November 2018. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the general meeting.

Proxy and Voting Entitlement Instructions are included on the Proxy Form accompanying this Notice of Meeting.

BY ORDER OF THE BOARD



**N J Bassett**  
**Company Secretary**  
19 October 2018

# EXPLANATORY STATEMENT

## 1. INTRODUCTION

This Explanatory Statement has been prepared for the information of Shareholders of Pointerra Limited (“the Company”) in connection with the business to be conducted at the annual general meeting of Shareholders to be held at Ground Floor, London House, 216 St Georges Terrace, Perth, Western Australia on Tuesday, 27 November 2018 at 10.00am (WST).

This Explanatory Statement forms part of and should be read in conjunction with the accompanying Notice of Meeting.

## 2. 2018 ANNUAL REPORT

In accordance with the requirements of the Company’s Constitution and the Corporations Act, the 2018 Annual Report will be tabled at the annual general meeting. Shareholders will have the opportunity of discussing the Annual Report and making comments and raising queries in relation to the Report. There is no requirement for a formal resolution on this item.

Representatives from the Company’s auditors, Bentleys Audit & Corporate (WA) Pty Ltd, will be present to take shareholders’ questions and comments about the conduct of the audit and the preparation and content of the audit report.

### Annual Report Online

Shareholders who have not elected to receive a hard copy of the Annual Report can access the report on the company’s website at [www.pointerra.com](http://www.pointerra.com)

## 3. ADOPTION OF REMUNERATION REPORT – Resolution 1

### 3.1 General

Pursuant to section 250R(2) of the Corporations Act, the Company is required to put the Remuneration Report to the vote of Shareholders. The Directors’ Report for the year ended 30 June 2018 contains the Remuneration Report which sets out the remuneration policy for the Company and reports on the remuneration arrangements in place for the Directors and Key Management Personnel.

Resolution 1 is advisory only and does not bind the Directors of the Company. Of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

### 3.2 Voting consequences

If at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of directors of the Company (**Spill Resolution**) at the second annual general meeting.

If more than 50% of shareholders vote in favour of the Spill Resolution, the company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

At the Company’s previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

#### **4. RE-ELECTION OF DIRECTOR – Resolution 2**

Resolution 2 relates to the re-election of Mr Graham Griffiths as a Director.

In accordance with the requirements of clause 13.2 of the Company's Constitution and the Corporations Act, one-third of the directors of the Company retire from office at this annual general meeting of the Company. Mr Graham Griffiths retires by rotation and, being eligible, offers himself for re-election.

A summary of the qualifications and experience of Mr Griffiths is provided in the Annual Report.

All the Directors, except for Mr Griffiths, recommend that Shareholders vote in favour of Resolution 2.

#### **5. RATIFICATION OF PRIOR ISSUE – OPTIONS – Resolution 3**

##### **5.1 General**

Resolution 3 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 8,000,000 Options on 21 March 2018, as consideration for investor marketing services.

The Company issued the Options without Shareholder approval out of its 15% annual placement capacity.

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 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

##### **5.2 Technical information required by ASX Listing Rule 7.4**

The information required to be provided to Shareholders to satisfy Listing Rule 7.4 is specified in Listing Rule 7.5. In compliance with the information requirements of Listing Rule 7.5, Shareholders are advised of the following particulars in relation to the issue pursuant to Resolution 3:

**(a) Number of securities issued**

8,000,000 Options.

**(b) Price at which securities were issued**

Nil – The Options were issued as consideration for investor marketing services.

**(c) The terms of the securities**

The Options were issued in two tranches:

- (i) 4,000,000 exercisable at a price of \$0.06 each on or before 19 March 2021 and otherwise on the terms and conditions as outlined in Annexure "A"; and
- (ii) 4,000,000 exercisable at a price of \$0.09 each on or before 19 March 2021 and otherwise on the terms and conditions as outlined in Annexure "B"

**(d) The basis on which allottees were determined**

The Options were issued to nominees of Canary Capital Pty Ltd, consultants to the Company, in consideration for investor marketing services.

No related party participated in the allotment of the Options.

**(e) The use (or intended use) of the funds raised**

No funds were raised from the issue. The Options were issue as consideration for investor marketing services.

**6. APPROVAL OF 10% PLACEMENT CAPACITY – Resolution 4**

**6.1 General**

ASX Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital over a period up to 12 months after the annual general meeting (**10% Placement Capacity**).

The Company is an Eligible Entity.

If Shareholders approve Resolution 4, the number of Equity Securities the Eligible Entity may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (as set out in Section 6.2 below).

The effect of Resolution 4 will be to allow the Directors to issue Equity Securities up to 10% of the Company's fully paid ordinary securities on issue under the 10% Placement Capacity during the period up to 12 months after the Meeting, without subsequent Shareholder approval and without using the Company's 15% annual placement capacity granted under Listing Rule 7.1.

Resolution 4 is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Meeting must be in favour of Resolution 4 for it to be passed.

**6.2 ASX Listing Rule 7.1A**

ASX Listing Rule 7.1A enables an Eligible Entity to seek shareholder approval at its annual general meeting to issue Equity Securities in addition to those under the Eligible Entity's 15% annual placement capacity.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) is not included in the S&P/ASX 300 Index; and
- (b) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation (at the date of this Explanatory Statement) of \$17,778,317.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has one class of quoted Equity Securities on issue, being the Shares (ASX Code: 3DP).

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

$$(A \times D) - E$$

Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement:
  - (i) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;

- (ii) plus the number of partly paid shares that became fully paid in the previous 12 months;
- (iii) plus the number of Shares issued in the previous 12 months with approval of holders of Shares under ASX Listing Rules 7.1 or 7.4; and
- (iv) less the number of Shares cancelled in the previous 12 months.

**D** is 10%.

**E** is 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 holders of Ordinary Securities under ASX Listing Rule 7.1 or 7.4.

### **6.3 Technical information required by ASX Listing Rule 7.1A**

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 4:

**(a) Minimum Price**

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in Section 6.3(a)(i), the date on which the Equity Securities are issued.

**(b) Date of Issue**

The Equity Securities may be issued under the 10% Placement Capacity commencing on the date of the Meeting and expiring on the first to occur of the following:

- (i) 12 months after the date of this Meeting; and
- (ii) the date of approval by Shareholders of any transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under ASX Listing Rule 7.1A ceases to be valid).

**(c) Risk of voting dilution**

Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 4 is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below.

The table below shows the dilution of existing Shareholders calculated in accordance with the formula outlined in ASX Listing Rule 7.1A(2), on the basis of the current market price of Shares and the number of Equity Securities currently on issue.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.

Number of Shares on Issue	Dilution			
	Number of Shares issued under 10% Placement Capacity	Funds raised based on issue price of \$0.018 (50% decrease in issue price)	Funds raised based on issue price of \$0.036 (issue price)	Funds raised based on issue price of \$0.072 (100% increase in issue price)
<b>493,842,159 (Current)</b>	49,384,215	\$888,916	\$1,777,832	\$3,555,664
<b>740,763,238 (50% increase)</b>	74,076,323	\$1,333,374	\$2,666,748	\$5,333,495
<b>987,684,318 (100% increase)</b>	98,768,431	\$1,777,832	\$3,555,664	\$7,111,327

\*The number of Shares on issue (variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

The table above uses the following assumptions:

1. The current shares on issue are the Shares on issue as at 19 October 2018.
2. The issue price set out above is the last closing price of the Shares on the ASX prior to the date of this Notice.
3. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
4. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
5. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
6. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.

Shareholders should note that there is a risk that:

- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- (iii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

**(d) Purpose of Issue under 10% Placement Capacity**

The Company may issue Equity Securities under the 10% Placement Capacity for the following purposes:

- (a) as cash consideration in which case the Company intends to use funds raised to continue ongoing development and commercialisation of its technology and for general working capital; or
- (b) as non-cash consideration for the acquisition of new assets and investments, in such circumstances the Company will provide a valuation of the non-cash consideration as required by listing Rule 7.1A.3.

(e) **Allocation under the 10% Placement Capacity**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to a number of factors, including:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company; and
- (v) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Capacity have not been determined as at the date of this Notice but may include existing Shareholders and/or new investors who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new assets or investments, it is possible that the allottees under the 10% Placement Capacity will be the vendors of the new assets or investments.

(f) **Previous Approval under ASX Listing Rule 7.1A**

The Company previously obtained approval under ASX Listing Rule 7.1A at its annual general meeting held on 20 November 2017.

In accordance with ASX Listing Rule 7.3A.6, the following information is provided to shareholders regarding the equity securities issued in the previous 12 months preceding the date of the Annual General Meeting.

**Listing Rule 7.3A.6(a)**

The table below shows the total number of equity securities issued in the previous 12 months preceding the date of the annual general meeting and the percentage that those issues represent of the total number of equity securities on issue at the commencement of that 12 month period.

Total number of equity securities issued in the 12 months preceding the date of the meeting	134,000,002
Percentage that they represent of the total number of equity securities on issue at the commencement of that 12 month period	22.15%

**Listing Rule 7.3A.6(b)**

The tables below set out specific details for each issue of equity securities that have taken place in the 12 month period prior to the date of the annual general meeting.

<b>Date of issue</b>	<b>21 March 2018</b>
Number issued	120,000,002 fully paid ordinary shares
Summary of terms	Ordinary fully paid shares ranking equally with existing shares on issue

Names of the persons who received securities or basis on which those persons were determined	Vendors of Pointerra Pty Ltd on satisfaction of performance milestones
Price	Nil – Conversion of performance shares
Discount to market price (if any)	N/A
<b>For cash issues</b>	
Total cash consideration received	N/A
Amount of cash consideration spent	N/A
Use of cash consideration	N/A
Intended use for remaining amount of cash (if any)	N/A
<b>For non-cash issues</b>	
Non-cash consideration paid	Conversion of performance shares on satisfaction of performance milestones.
Current value of that non-cash consideration	\$3,840,000 based on current share price.

<b>Date of issue</b>	<b>21 March 2018</b>
Number issued	6,000,000 Options
Summary of terms	3,000,000 unlisted options exercisable at \$0.07 each, vesting 19 March 2019 subject to continuous employment and exercisable on or before 20 May 2020  3,000,000 unlisted options exercisable at \$0.07 each, vesting 19 September 2019 subject to continuous employment and exercisable on or before 20 May 2020
Names of the persons who received securities or basis on which those persons were determined	Employees pursuant to the Pointerra Ltd Employee Option Plan
Price	Nil – Part of remuneration package
Discount to market price (if any)	N/A
<b>For cash issues</b>	
Total cash consideration received	N/A
Amount of cash consideration spent	N/A
Use of cash consideration	N/A
Intended use for remaining amount of cash (if any)	N/A
<b>For non-cash issues</b>	
Non-cash consideration paid	Incentive as part of remuneration package
Current value of that non-cash consideration	\$42,000

<b>Date of issue</b>	<b>21 March 2018</b>
Number issued	8,000,000 Options
Summary of terms	4,000,000 unlisted options exercisable at \$0.06 each on or before 19 March 2021  4,000,000 unlisted options exercisable at \$0.09 each on or before 19 March 2021

Names of the persons who received securities or basis on which those persons were determined	Nominees of Canary Capital Pty Ltd, consultants to the Company, in consideration for investor marketing services
Price	Deemed value - \$20,400
Discount to market price (if any)	N/A
<b>For cash issues</b>	
Total cash consideration received	N/A
Amount of cash consideration spent	N/A
Use of cash consideration	N/A
Intended use for remaining amount of cash (if any)	N/A
<b>For non-cash issues</b>	
Non-cash consideration paid	Issued as consideration for investor marketing services.
Current value of that non-cash consideration	\$44,000 – Options (\$0.06; 19/3/2021) \$28,000 – Options (\$0.09; 19/3/2021)

#### 6.4 Voting Exclusion

A voting exclusion statement is included in this Notice. As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholders will be excluded from voting on Resolution 4.

#### 7. DEFINITIONS

**ASX** means ASX Limited ABN 98 008 624 691.

**Closely Related Party** of a member of the Key Management Personnel means:

- (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 *Corporations Regulations 2001 (Cth)*.

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

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

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

**Equity Securities** includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

**Explanatory Statement** means this Explanatory Statement.

**Key Management Personnel** has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the

activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

**Listing Rules** means the official listing rules of ASX.

**Meeting** means the meeting convened by the Notice of Meeting.

**Notice of Meeting** means the notice of annual general meeting which forms part of this Explanatory Statement.

**Option** means an option to acquire a Share on the terms and conditions as outlined in Annexure "A" and Annexure "B".

**Ordinary Securities** has the meaning set out in the ASX Listing Rules.

**Pointerra or the Company** means Pointerra Limited ABN 39 078 388 155.

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2018.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of a Share.

**10% Placement Capacity** has the meaning given in Section 6.1 of this Notice.

## ANNEXURE “A”

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### TERMS AND CONDITIONS OF OPTIONS

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- (a) Each option entitles the holder to subscribe for and be allotted one ordinary fully paid share in the company.
- (b) The options are exercisable at \$0.06 each.
- (c) The options will expire on 19 March 2021 (the “**Expiry Date**”).
- (d) The options are exercisable at any time on or prior to the Expiry Date by notice in writing to the directors of the Company accompanied by payment of the Exercise Price. Options may be exercised in whole or in part, and if exercised in part, multiples of 20,000 must be exercised on each occasion.
- (e) The options are not transferable except with the prior written consent of the board of directors of the Company.
- (f) The Company will not apply for quotation of the options on ASX. However, the company will apply for Official Quotation by the ASX of all shares issued upon exercise of the options. All shares issued upon exercise of the options will rank pari passu in all respects with the company’s then existing ordinary fully paid shares.
- (g) There are no participating rights or entitlements inherent in the options and holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the options. However, if from time to time on or prior to the Expiry Date the company makes an issue of new shares to the holders of ordinary fully paid shares, the company will send a notice to each holder of options at least four (4) Business Days before the record date referable to that issue. This will give Optionholders the opportunity to exercise their options prior to the date for determining entitlements to participate in any such issue.
- (h) If from time to time on or prior to the Expiry Date the company makes an issue of shares to the holders of ordinary fully paid shares in the company by way of capitalisation of profits or reserves (a **bonus issue**), then upon exercise of their options, Optionholders will be entitled to have issued to them (in addition to the shares which would otherwise be issued to them upon such exercise) the number of shares of the class which would have been issued to them under that bonus issue (**bonus shares**) if on the record date for the bonus issue they had been registered as the holder of the number of shares of which they would have been registered as holder if, immediately prior to that date, they had duly exercised their options and the shares the subject of such exercise had been duly allotted and issued to them. The bonus shares will be paid up by the company out of profits or reserves (as the case may be) in the same manner as was applied in relation to the bonus issue and upon issue will rank pari passu in all respects with the other shares allotted upon exercise of the options.
- (i) There is no right to a change in the exercise price of the options or to the number of shares over which the options are exercisable in the event of a new issue of capital (other than a bonus issue) during the currency of the options.
- (j) In the event of any reorganisation of the issued capital of the company on or prior to the Expiry Date, the rights of an Optionholder will be changed to the extent necessary to comply with the applicable ASX Listing Rules in force at the time of the reorganisation.

## ANNEXURE “B”

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### TERMS AND CONDITIONS OF OPTIONS

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- (a) Each option entitles the holder to subscribe for and be allotted one ordinary fully paid share in the company.
- (b) The options are exercisable at \$0.09 each.
- (c) The options will expire on 19 March 2021 (the “**Expiry Date**”).
- (d) The options are exercisable at any time on or prior to the Expiry Date by notice in writing to the directors of the Company accompanied by payment of the Exercise Price. Options may be exercised in whole or in part, and if exercised in part, multiples of 20,000 must be exercised on each occasion.
- (e) The options are not transferable except with the prior written consent of the board of directors of the Company.
- (f) The Company will not apply for quotation of the options on ASX. However, the company will apply for Official Quotation by the ASX of all shares issued upon exercise of the options. All shares issued upon exercise of the options will rank pari passu in all respects with the company’s then existing ordinary fully paid shares.
- (g) There are no participating rights or entitlements inherent in the options and holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the options. However, if from time to time on or prior to the Expiry Date the company makes an issue of new shares to the holders of ordinary fully paid shares, the company will send a notice to each holder of options at least four (4) Business Days before the record date referable to that issue. This will give Optionholders the opportunity to exercise their options prior to the date for determining entitlements to participate in any such issue.
- (h) If from time to time on or prior to the Expiry Date the company makes an issue of shares to the holders of ordinary fully paid shares in the company by way of capitalisation of profits or reserves (a **bonus issue**), then upon exercise of their options, Optionholders will be entitled to have issued to them (in addition to the shares which would otherwise be issued to them upon such exercise) the number of shares of the class which would have been issued to them under that bonus issue (**bonus shares**) if on the record date for the bonus issue they had been registered as the holder of the number of shares of which they would have been registered as holder if, immediately prior to that date, they had duly exercised their options and the shares the subject of such exercise had been duly allotted and issued to them. The bonus shares will be paid up by the company out of profits or reserves (as the case may be) in the same manner as was applied in relation to the bonus issue and upon issue will rank pari passu in all respects with the other shares allotted upon exercise of the options.
- (i) There is no right to a change in the exercise price of the options or to the number of shares over which the options are exercisable in the event of a new issue of capital (other than a bonus issue) during the currency of the options.
- (j) In the event of any reorganisation of the issued capital of the company on or prior to the Expiry Date, the rights of an Optionholder will be changed to the extent necessary to comply with the applicable ASX Listing Rules in force at the time of the reorganisation.

## PROXY FORM

The Secretary  
Pointerra Limited  
PO Box 7315  
Perth WA 6850

I/We (full name)

of \_\_\_\_\_  
being a member(s) of Pointerra Limited, hereby appoint as my/our proxy

\_\_\_\_\_ of \_\_\_\_\_  
or, failing him/her the Chairperson of the Meeting to attend and vote for me/us at the general meeting of the Company to be held at 10.00am on Tuesday, 27 November 2018 and at an adjournment thereof in respect of \_\_\_\_\_% of my/our shares or, failing any number being specified, ALL of my/our shares in the Company.

### RESOLUTIONS

	FOR	AGAINST	ABSTAIN
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – G Griffiths	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of Prior Issue - Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*Where permitted, the Chairman intends to vote all undirected proxies in favour of all resolutions.*

**If the member is an individual or joint holder:**

\_\_\_\_\_  
Usual Signature

Dated this \_\_\_\_\_ day of

\_\_\_\_\_  
Usual Signature

2018.

**If the member is a Company:**

Signed in accordance with the  
Constitution of the company  
in the presence of:

\_\_\_\_\_  
Director/Sole Director

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

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

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2018.

## INSTRUCTIONS FOR COMPLETING PROXY FORM

1. A member entitled to attend and vote is entitled to appoint not more than two proxies.
2. Where more than one proxy is appointed and that appointment does not specify the proportion or number of the member's votes, each proxy may exercise half of the votes.
3. A proxy need not be a member of the Company.
4. A proxy is not entitled to vote unless the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed is either deposited at the registered office of the Company (refer below) or sent by facsimile to that office on Fax: 08 6268 2699 to be received not less than 48 hours prior to the time of the Meeting.
5. Signing Instructions

**Individual:** where the holding is one name, the Shareholder must sign.

**Joint Holding:** where the holding is in more than one name, all of the Shareholders must sign.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the Company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting.

### 6. Important for Resolution 1:

If the Chair of the Meeting or any member of the Key Management Personnel of the Company or a Closely Related Party of a member of the Key Management Personnel of the Company is your proxy and you have not directed the proxy how to vote on Resolution 1, the proxy will be prevented from casting your votes on Resolution 1. If the Chair, another member of the Key Management Personnel of the Company or Closely Related Party of a member of the Key Management Personnel is your proxy, in order for your votes to be counted on Resolution 1, you must direct your proxy how to vote on Resolution 1.

### LODGING YOUR PROXY FORM

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at the address given below no later than 10.00am (WST) on 25 November 2018. Any proxy form received after that time will not be valid for the scheduled meeting.

In person: Pointerra Limited  
Level 4  
216 St Georges Terrace  
Perth WA 6000

By mail: Pointerra Limited  
PO Box 7315  
Perth WA 6850

By fax: (08) 6268 2699