

BOD AUSTRALIA LIMITED
ACN 601 225 441

NOTICE OF EXTRAORDINARY GENERAL MEETING
EXPLANATORY STATEMENT
PROXY FORM

Date of Meeting

24 July 2018

Time of Meeting

10.00 am (AEST)

Place of Meeting

Franks & Associates
Suite 2, Level 10
70 Phillip Street
SYDNEY NSW 2000

NOTICE OF EXTRAORDINARY GENERAL MEETING

BOD AUSTRALIA LIMITED ACN 601 225 441

Notice is hereby given that an Extraordinary General Meeting of Shareholders of Bod Australia Limited (**Company**) will be held at 10.00 am (AEST) on 24 July 2018 at Franks & Associates, Suite 2, Level 10, 70 Phillip Street, Sydney NSW 2000.

Resolution 1: Approval of Previous Issue of Shares – ASX Listing Rule 7.1

To consider and, if thought fit, pass, with or without amendment, the following resolution as an ordinary resolution:

‘That for the purpose of ASX Listing Rule 7.4 and for all other purposes, approval is given to the previous issue by the Company of 5,396,800 Shares under ASX Listing Rule 7.1 on the terms and conditions described in the Explanatory Statement which is attached to and forms part of this Notice.’

Resolution 2: Approval of Previous Issue of Shares – ASX Listing Rule 7.1A

To consider and, if thought fit, pass, with or without amendment, the following resolution as an ordinary resolution:

‘That for the purpose of ASX Listing Rule 7.4 and for all other purposes, approval is given to the previous issue by the Company of 4,603,200 Shares under ASX Listing Rule 7.1A on the terms and conditions described in the Explanatory Statement which is attached to and forms part of this Notice.’

Resolution 3: Approval of Previous Issue of Options – ASX Listing Rule 7.1

To consider and, if thought fit, pass, with or without amendment, the following resolution as an ordinary resolution:

‘That for the purpose of ASX Listing Rule 7.4 and for all other purposes, approval is given to the previous issue by the Company of 750,000 Options under ASX Listing Rule 7.1 on the terms and conditions described in the Explanatory Statement which is attached to and forms part of this Notice.’

Resolution 4: Approval of Previous Issue of Options – ASX Listing Rule 7.1

To consider and, if thought fit, pass, with or without amendment, the following resolution as an ordinary resolution:

‘That for the purpose of ASX Listing Rule 7.4 and for all other purposes, approval is given to the previous issue by the Company of 750,000 Options under ASX Listing Rule 7.1 on the terms and conditions described in the Explanatory Statement which is attached to and forms part of this Notice.’

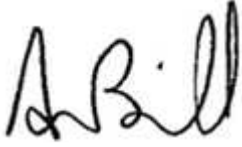
Resolution 5: Approval for the Issue of Options to George Livery

To consider and, if thought fit, pass, with or without amendment, the following resolution as an ordinary resolution:

‘That for the purpose of ASX Listing Rule 10.11 and for all other purposes, approval is given to the issue by the Company of 2,300,000 Options to Mr George Livery and/or his nominee on the terms and conditions described in the Explanatory Memorandum which is attached to and forms part of this Notice.’

DATED 22 JUNE 2018

**BY ORDER OF THE BOARD
BOD AUSTRALIA LIMITED**

A handwritten signature in black ink, appearing to read 'A. Bursill', written in a cursive style.

**ANDREW BURSILL
COMPANY SECRETARY**

NOTES:

1. Explanatory Statement

The Explanatory Statement accompanying this Notice of Extraordinary General Meeting is incorporated in and comprises part of this Notice of Extraordinary General Meeting and should be read in conjunction with this Notice of Extraordinary General Meeting.

Shareholders are specifically referred to the Glossary in the Explanatory Statement which contains definitions of capitalised terms used in both this Notice of Extraordinary General Meeting and the Explanatory Statement.

2. Voting Exclusion Statements

(a) Resolution 1

The Company will disregard any votes cast in favour of Resolution 1 by or on behalf of persons who participated in the issue of Shares and associates of those persons.

However, the Company will not disregard a vote if:

- (i) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the proxy form; or
- (ii) 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.

(b) Resolution 2

The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of persons who participated in the issue of Shares and associates of those persons.

However, the Company will not disregard a vote if:

- (i) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the proxy form; or
- (ii) 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.

(c) Resolution 3

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of persons who participated in the issue of Options and associates of those persons.

However, the Company will not disregard a vote if:

- (i) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the proxy form; or
- (ii) 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.

(d) Resolution 4

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of persons who participated in the issue of Options and associates of those persons.

However, the Company will not disregard a vote if:

- (i) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the proxy form; or
- (ii) 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.

(e) **Resolution 5**

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Mr George Livery or his nominee, or associates of Mr Livery or his nominee.

However, the Company will not disregard a vote if:

- (i) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) 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.

3. Proxies

A Shareholder entitled to attend this Meeting and vote is entitled to appoint a proxy to attend and vote for the Shareholder at the Meeting. A proxy need not be a Shareholder. If the Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the proportion or number of votes which each proxy is appointed to exercise. A form of proxy accompanies this Notice.

To record a valid vote, a Shareholder will need to take the following steps:

3.1 complete and lodge the manual proxy form at the share registry of the Company, Link Market Services Limited:

- (a) by post at the following address:

Bod Australia Limited
c/- Link Market Services Limited
Locked Bag A14
SYDNEY SOUTH NSW 1235

OR

- (b) by hand at the following address:

Link Market Services Limited
1A Homebush Bay Drive
RHODES NSW 2138

OR

- (c) by facsimile on +61 2 9287 0309; or

3.2 appoint a proxy online by visiting www.linkmarketservices.com.au,

so that it is received no later than 10.00 am (AEST) on 22 July 2018.

The chair intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the chair may change his or her voting intention on any Resolution, in which case an ASX announcement will be made.

4. 'Snap Shot' Time

The Company may specify a time, not more than 48 hours before the Meeting, at which a 'snap-shot' of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the Meeting. The Directors have determined that all Shares of the Company that are quoted on ASX as at 7.00 pm (AEST) on 22 July 2018 shall, for the purposes of determining voting entitlements at the Meeting, be taken to be held by the persons registered as holding the Shares at that time.

5. Corporate Representative

Any corporate Shareholder 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 authorising him or her to act as that company's representative. The authority may be sent to the Company and/or share registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

EXPLANATORY STATEMENT

This Explanatory Statement forms part of a Notice convening an Extraordinary General Meeting of Shareholders of Bod Australia Limited to be held on 24 July 2018. This Explanatory Statement is to assist Shareholders in understanding the background to and the legal and other implications of the Notice and the reasons for the Resolutions proposed. Both documents should be read in their entirety and in conjunction with each other.

Other than the information set out in this Explanatory Statement, the Directors believe that there is no other information that could reasonably be required by Shareholders to consider Resolutions 1 to 5.

1. **Resolutions 1 and 2: Approval of Previous Issue of Shares – ASX Listing Rules 7.1 and 7.1A**

ASX Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue or agree to issue more equity securities in any 12 month period other than the number which is equal to 15% of its fully paid ordinary securities on issue at the start of that 12 month period (**15% share issue capacity**).

ASX Listing Rule 7.1A provides that certain eligible companies may seek shareholder approval at its annual general meeting (**AGM**) to issue up to a further 10% of its fully paid ordinary securities on issue at the start of the 12 month period commencing on the date of the AGM (**10% share issue capacity**). The Company is an eligible company and sought and received Shareholder approval to the 10% share issue capacity at its AGM on 15 November 2017. The Shareholder approval is valid until the earlier of 12 months from the date of the AGM (that is, until 15 November 2018) or, if the Company undertakes a significant transaction requiring Shareholder approval under ASX Listing Rule 11.1.2 or 11.2, the date Shareholders approve that transaction.

On 18 December 2017, the Company announced a placement of 10,000,000 Shares (**Placement Shares**) at an issue price of \$0.32 per Share to raise \$3,200,000. The Placement Shares were issued on 27 December 2017. Of the Placement Shares, 5,396,800 Shares were issued without Shareholder approval under ASX Listing Rule 7.1, and 4,603,200 Shares were issued without Shareholder approval under ASX Listing Rule 7.1A.

ASX Listing Rule 7.4 provides that an issue of securities made without approval under ASX Listing Rule 7.1 or 7.1A will be treated as having been made with shareholder approval for the purposes of those ASX Listing Rules if shareholders subsequently approve it and the issue did not breach ASX Listing Rule 7.1 or 7.1A (as the case may be).

Accordingly, the Company is seeking Shareholder approval under ASX Listing Rule 7.4 to approve the issue on 27 December 2017 of:

- 5,396,800 Shares issued under the Company's 15% share issue capacity; and
- 4,603,200 Shares issued under the Company's 10% share issue capacity.

Without Shareholder approval pursuant to ASX Listing Rule 7.4, the issues will be counted towards the Company's 15% share issue capacity and 10% share issue capacity respectively and will therefore reduce the Company's capacity to issue securities in the future without obtaining Shareholder approval.

(a) **Approval of Previous Issue of Shares – ASX Listing Rule 7.1**

For the purpose of ASX Listing Rule 7.5 information regarding the Placement Shares issued under ASX Listing Rule 7.1 is provided as follows:

- 5,396,800 Shares have been issued.
- The Shares were issued at \$0.32 per Share.
- The terms and conditions of the Shares are the same as the terms and conditions of already issued Shares.
- The allottees of the Shares are professional and sophisticated investor applicants as determined by the Board, none of whom are related parties of the Company.
- Funds raised from the issue of the Shares will be used to expand distribution channels.

Resolution 1 is an ordinary resolution.

The Directors do not have an interest in the outcome of Resolution 1 and recommend that Shareholders vote in favour of Resolution 1.

The chair intends to vote undirected proxies in favour of Resolution 1.

(b) **Approval of Previous Issue of Shares – ASX Listing Rule 7.1A**

For the purpose of ASX Listing Rule 7.5 information regarding the Placement Shares issued under ASX Listing Rule 7.1A is provided as follows:

- 4,603,200 Shares have been issued.
- The Shares were issued at \$0.32 per Share.
- The terms and conditions of the Shares are the same as the terms and conditions of already issued Shares.
- The allottees of the Shares are professional and sophisticated investor applicants as determined by the Board, none of whom are related parties of the Company.
- Funds raised from the issue of the Shares will be used to expand distribution channels.

Resolution 2 is an ordinary resolution.

The Directors do not have an interest in the outcome of Resolution 2 and recommend that Shareholders vote in favour of Resolution 2.

The chair intends to vote undirected proxies in favour of Resolution 2.

2. **Resolution 3: Approval of Previous Issue of Options – ASX Listing Rule 7.1**

ASX Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue or agree to issue more equity securities in any 12 month period other than the number which is equal to 15% of its fully paid ordinary securities on issue at the start of that 12 month period (**15% share issue capacity**).

On 27 December 2017, the Company issued 750,000 Options to TayCol Nominees Pty Ltd as part of the fee for arranging the Share placement referred to above.

ASX Listing Rule 7.4 provides that an issue of securities made without approval under ASX Listing Rule 7.1 will be treated as having been made with shareholder approval for the purposes of that ASX Listing Rule if shareholders subsequently approve it and the issue did not breach ASX Listing Rule 7.1.

Accordingly, the Company is seeking Shareholder approval under ASX Listing Rule 7.4 to approve the issue on 27 December 2017 of 750,000 Options issued under the Company's 15% share issue capacity.

Without Shareholder approval pursuant to ASX Listing Rule 7.4, the issue will be counted towards the Company's 15% share issue capacity and will therefore reduce the Company's capacity to issue securities in the future without obtaining Shareholder approval.

For the purpose of ASX Listing Rule 7.5 information regarding the Options is provided as follows:

- 750,000 Options have been issued.
- The Options were issued for no monetary consideration.
- The terms and conditions of the Options are set out in Annexure A.
- The allottee of the Options was TayCol Nominees Pty Ltd.
- No funds were raised from the issue of the Options.

Resolution 3 is an ordinary resolution.

The Directors do not have an interest in the outcome of Resolution 3 and recommend that Shareholders vote in favour of Resolution 3.

The chair intends to vote undirected proxies in favour of Resolution 3.

3. **Resolution 4: Approval of Previous Issue of Options – ASX Listing Rule 7.1**

ASX Listing Rule 7.1 provides that a company must not, subject to certain exceptions, issue or agree to issue more equity securities in any 12 month period other than the number which is equal to 15% of its fully paid ordinary securities on issue at the start of that 12 month period (**15% share issue capacity**).

On 28 December 2017, the Company issued 750,000 Options to Jay-V Inc as part of the fee for providing Asian capital markets advice in respect of the Share placement referred to above.

ASX Listing Rule 7.4 provides that an issue of securities made without approval under ASX Listing Rule 7.1 will be treated as having been made with shareholder approval for the purposes of that ASX Listing Rule if shareholders subsequently approve it and the issue did not breach ASX Listing Rule 7.1.

Accordingly, the Company is seeking Shareholder approval under ASX Listing Rule 7.4 to approve the issue on 28 December 2017 of 750,000 Options issued under the Company's 15% share issue capacity.

Without Shareholder approval pursuant to ASX Listing Rule 7.4, the issue will be counted towards the Company's 15% share issue capacity and will therefore reduce the Company's capacity to issue securities in the future without obtaining Shareholder approval.

For the purpose of ASX Listing Rule 7.5 information regarding the Options is provided as follows:

- 750,000 Options have been issued.
- The Options were issued for no monetary consideration.
- The terms and conditions of the Options are set out in Annexure A.
- The allottee of the Options was Jay-V Inc.
- No funds were raised from the issue of the Options.

Resolution 4 is an ordinary resolution.

The Directors do not have an interest in the outcome of Resolution 4 and recommend that Shareholders vote in favour of Resolution 4.

The chair intends to vote undirected proxies in favour of Resolution 4.

4. **Resolution 5: Approval for the Issue of Options to George Livery**

4.1 **General**

On 30 May 2018, the Company announced the appointment of Mr George Livery as Executive Chairman, effective on 1 September 2018. The Company has agreed, subject to obtaining Shareholder approval, to issue 2,300,000 Options to Mr Livery as a key component of his remuneration. Resolution 5 seeks shareholder approval for the issue of the Options to Mr Livery and/or his nominee.

4.2 **Chapter 2E of the Corporations Act**

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The grant of the Options constitutes giving a financial benefit and Mr Livery is a related party of the Company by virtue of being a proposed Director.

The Directors consider that shareholder approval pursuant to Chapter 2E of the Corporations Act is not required because the grant of the Options is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

4.3 **ASX Listing Rule 10.11**

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained, unless an exception in ASX Listing Rule 10.12 applies.

As the grant of the Options involves the issue of securities to a related party of the Company, shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to ASX Listing Rule 7.1 is not required for the grant of the Options as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the grant of the Options to Mr Livery will not be included in the use of the Company's 15% share issue capacity.

4.4 **Technical Information required by ASX Listing Rule 10.13**

For the purpose of ASX Listing Rule 10.13, information regarding the Options is provided as follows:

- (a) The Options will be granted to Mr Livery and/or his nominee.
- (b) A maximum of 2,300,000 Options will be issued.
- (c) The Options will be granted no later than one month after the date of the Meeting.
- (d) The Options will not be issued for cash consideration.
- (e) The terms and conditions of the Options are set out in Annexure B.
- (f) No funds will be raised from the issue of the Options.

Resolution 5 is an ordinary resolution.

The Directors do not have an interest in the outcome of Resolution 5 and recommend that Shareholders vote in favour of Resolution 5.

The chair intends to vote undirected proxies in favour of Resolution 5.

5. **Glossary**

In this Explanatory Statement and Notice of Extraordinary General Meeting the following expressions have the following meanings unless stated otherwise or unless the context otherwise requires:

AEST means Australian Eastern Standard Time;

ASX means ASX Limited ACN 008 624 691;

ASX Listing Rules means the listing rules of ASX;

Board means the board of directors of the Company;

Company means Bod Australia Limited ACN 601 225 441;

Corporations Act means *Corporations Act 2001 (Cth)*;

Director means a director of the Company;

Meeting means the meeting of shareholders convened by the Notice;

Notice means the notice of extraordinary general meeting to which this Explanatory Statement is attached;

Option means an option to acquire a Share;

Share means a fully paid ordinary share in the capital of the Company; and

Shareholder means the holder of a Share.

ANNEXURE A

TERMS AND CONDITIONS OF OPTIONS ISSUED TO BROKER AND ASIAN CAPITAL MARKETS ADVISER

1. Each option entitles the holder to one ordinary share in the Company.
2. 375,000 options have an exercise price of \$0.40 and will vest upon the Company's shares having a volume weighted average market price (as defined in the ASX Listing Rules) (**VWAP**) of at least \$0.75 calculated over 10 consecutive trading days (as defined in the ASX Listing Rules) on which sales in the Company's shares are recorded.
3. 375,000 options have an exercise price of \$0.48 and will vest upon the Company's shares having a VWAP of at least \$1.00 calculated over 10 consecutive trading days (as defined in the ASX Listing Rules) on which sales in the Company's shares are recorded.
4. Subject to vesting, each of the options referred to in paragraphs 2 and 3 is exercisable in whole or in part at any time during the period commencing on the date of issue and expiring on 27 December 2019. Options not exercised before 27 December 2019 will lapse.
5. Options are exercisable by notice in writing to the Board delivered to the registered office of the Company and payment of the exercise price per option in cleared funds within seven days after the date of such notice.
6. The Company will not apply to ASX for official quotation of the options.
7. The Company will make application for official quotation on ASX of new shares allotted on exercise of the options. Those shares will participate equally in all respects with existing issued ordinary shares, and in particular new shares allotted on exercise of the options will qualify for dividends declared after the date of their allotment.
8. Options can only be transferred with Board approval, except that if at any time during the currency of the options the optionholder dies, the legal personal representative of the deceased optionholder may:
 - (a) elect to be registered as the new holder of the options;
 - (b) whether or not he or she becomes so registered, exercise those options in accordance with the terms and conditions on which they were granted; and
 - (c) if the deceased has already exercised options, pay the exercise price in respect of those options.
9. An optionholder may only participate in new issues of securities to holders of ordinary shares in the Company if the option has been exercised and shares allotted in respect of the option before the record date for determining entitlements to the issue. The Company must give prior notice to the optionholder of any new pro-rata or bonus issue before the record date for determining entitlements to the issue in accordance with the ASX Listing Rules.

10. If there is a bonus issue to the holders of ordinary shares in the capital of the Company, the number of ordinary shares over which the option is exercisable will be increased by the number of ordinary shares which the holder of the option would have received if the option had been exercised before the record date for the bonus issue.
11. If the Company makes a rights issue (other than a bonus issue), the exercise price of options on issue will be reduced according to the following formula:

$$A = O - \frac{E [P - (S + D)]}{(N + 1)}$$

Where:

- A = the new exercise price of the option;
 - O = the old exercise price of the option;
 - E = the number of underlying ordinary shares into which one option is exercisable;
 - P = the average closing sale price per ordinary share (weighted by reference to volume) recorded on the stock market of ASX during the five trading days immediately preceding the ex rights date or ex entitlements date (excluding special crossings and overnight sales and exchange traded option exercises);
 - S = the subscription price for a security under the pro rata issue;
 - D = the dividend due but not yet paid on existing underlying securities (except those to be issued under the pro rata issue); and
 - N = the number of securities with rights or entitlements that must be held to receive a right to one new security.
12. If, during the currency of the options the issued capital of the Company is reorganised, those options will be reorganised to the extent necessary to comply with ASX Listing Rules.

ANNEXURE B

TERMS AND CONDITIONS OF OPTIONS TO BE ISSUED TO GEORGE LIVERY

1. Each option entitles the holder to one ordinary share in the Company.
2. 550,000 options:
 - (a) have an exercise price of \$0.50;
 - (b) will vest:
 - (i) either:
 - (A) if the optionholder is a director of the Company on 1 July 2019;
 - (B) if the Company meets its EBITDA target in respect of the financial year ending 30 June 2019; and
 - (C) upon the Company's shares having a volume weighted average market price (as defined in the ASX Listing Rules) (**VWAP**) of at least \$0.75 calculated over 10 consecutive trading days (as defined in the ASX Listing Rules) on which sales in the Company's shares are recorded; or
 - (ii) upon the occurrence at any time of a Change of Control Event in respect of the Company; and
 - (c) subject to vesting, each option is exercisable in whole or in part at any time during the period commencing on 1 July 2019 and expiring on 30 June 2022. Options not exercised before 30 June 2022 will lapse.
3. 750,000 options:
 - (a) have an exercise price of \$0.50;
 - (b) will vest:
 - (i) either:
 - (A) if the optionholder is a director of the Company on 1 July 2020; and
 - (B) upon the Company's shares having a VWAP of at least \$1.00 calculated over 10 consecutive trading days (as defined in the ASX Listing Rules) on which sales in the Company's shares are recorded; or
 - (ii) upon the occurrence at any time of a Change of Control Event in respect of the Company; and
 - (c) subject to vesting, each option is exercisable in whole or in part at any time during the period commencing on 1 July 2020 and expiring on 30 June 2023. Options not exercised before 30 June 2023 will lapse.

4. 1,000,000 options:
 - (a) have an exercise price of \$0.50;
 - (b) will vest:
 - (i) either:
 - (A) if the optionholder is a director of the Company on 1 July 2021; and
 - (B) upon the Company's shares having a VWAP of at least \$1.25 calculated over 10 consecutive trading days (as defined in the ASX Listing Rules) on which sales in the Company's shares are recorded; or
 - (ii) upon the occurrence at any time of a Change of Control Event in respect of the Company; and
 - (c) subject to vesting, each option is exercisable in whole or in part at any time during the period commencing on 1 July 2021 and expiring on 30 June 2024. Options not exercised before 30 June 2024 will lapse.
5. For the purposes of the above, a **Change of Control Event** means any of:
 - (a) in the case of a takeover bid (as defined in section 9 of the *Corporations Act 2001* (Cth) (**Corporations Act**)), an offeror who previously had voting power of less than 50% in the company obtains voting power of more than 50%;
 - (b) shareholders of the company approve a proposed compromise or arrangement for the reconstruction of the company or its amalgamation with any other company or companies at a meeting convened by the Court pursuant to section 411(4)(a) of the Corporations Act;
 - (c) any person becomes bound or entitled to acquire shares in the company under:
 - (i) section 414 of the Corporations Act (compulsory acquisition following a scheme or contract); or
 - (ii) Chapter 6A of the Corporations Act (compulsory acquisition of securities); and
 - (d) a selective capital reduction is approved by shareholders of the company pursuant to section 256C(2) of the Corporations Act which results in a person who previously had voting power of less than 50% in the company obtaining voting power of more than 50%.
6. Options are exercisable by notice in writing to the Board delivered to the registered office of the Company and payment of the exercise price per option in cleared funds within seven days after the date of such notice.
7. The Company will not apply to ASX for official quotation of the options.

8. The Company will make application for official quotation on ASX of new shares allotted on exercise of the options. Those shares will participate equally in all respects with existing issued ordinary shares, and in particular new shares allotted on exercise of the options will qualify for dividends declared after the date of their allotment.
9. Options can only be transferred with Board approval, except that if at any time during the currency of the options the optionholder dies, the legal personal representative of the deceased optionholder may:
 - (a) elect to be registered as the new holder of the options;
 - (b) whether or not he or she becomes so registered, exercise those options in accordance with the terms and conditions on which they were granted; and
 - (c) if the deceased has already exercised options, pay the exercise price in respect of those options.
10. An optionholder may only participate in new issues of securities to holders of ordinary shares in the Company if the option has been exercised and shares allotted in respect of the option before the record date for determining entitlements to the issue. The Company must give prior notice to the optionholder of any new pro-rata or bonus issue before the record date for determining entitlements to the issue in accordance with the ASX Listing Rules.
11. If there is a bonus issue to the holders of ordinary shares in the capital of the Company, the number of ordinary shares over which the option is exercisable will be increased by the number of ordinary shares which the holder of the option would have received if the option had been exercised before the record date for the bonus issue.
12. If the Company makes a rights issue (other than a bonus issue), the exercise price of options on issue will be reduced according to the following formula:

$$A = O - \frac{E [P - (S + D)]}{(N + 1)}$$

Where:

- A = the new exercise price of the option;
 - O = the old exercise price of the option;
 - E = the number of underlying ordinary shares into which one option is exercisable;
 - P = the average closing sale price per ordinary share (weighted by reference to volume) recorded on the stock market of ASX during the five trading days immediately preceding the ex rights date or ex entitlements date (excluding special crossings and overnight sales and exchange traded option exercises);
 - S = the subscription price for a security under the pro rata issue;
 - D = the dividend due but not yet paid on existing underlying securities (except those to be issued under the pro rata issue); and
 - N = the number of securities with rights or entitlements that must be held to receive a right to one new security.
13. If, during the currency of the options the issued capital of the Company is reorganised, those options will be reorganised to the extent necessary to comply with ASX Listing Rules.

This page has been left intentionally blank


LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
BOD Australia Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138

 **ALL ENQUIRIES TO**
Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of BOD Australia Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

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

STEP 1

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Extraordinary General Meeting of the Company to be held at **10:00am (AEST) on Tuesday, 24 July 2018 at the offices of Franks & Associates, Suite 2, Level 10, 70 Phillip Street, Sydney NSW 2000 Australia (the Meeting)** and at any postponement or adjournment of the Meeting.


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

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

Resolutions

| | For | Against | Abstain* | | For | Against | Abstain* |
|---|--------------------------|--------------------------|--------------------------|---|--------------------------|--------------------------|--------------------------|
| 1 Approval of Previous Issue of Shares – ASX Listing Rule 7.1 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | 5 Approval for the Issue of Options to George Livery | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 Approval of Previous Issue of Shares – ASX Listing Rule 7.1A | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |
| 3 Approval of Previous Issue of Options – ASX Listing Rule 7.1 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |
| 4 Approval of Previous Issue of Options – ASX Listing Rule 7.1 | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | | | | |

 * 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 votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

STEP 3



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. 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 in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO 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 those 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 Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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; and
- return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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 can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (AEST) on Sunday, 22 July 2018**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

BOD Australia Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE EXTRAORDINARY GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**