

ACN 009 081 770

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**NOTICE OF GENERAL MEETING  
EXPLANATORY STATEMENT  
PROXY FORM**

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**Date of Meeting**

8 August 2018

**Time of Meeting**

10.00am (WST)

**Place of Meeting**

108 Outram Street  
West Perth, Western Australia

***This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.***

*Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9322 1587.*

## NOTICE OF GENERAL MEETING

The General Meeting of Shareholders of Ookami Limited ACN 009 081 770 (**Company**) is to be held on Wednesday, 8 August 2018 at 108 Outram Street, West Perth, Western Australia commencing at 10.00am (WST) for the purpose of transacting the following business referred to in this Notice of General Meeting (**Notice**).

Terms and abbreviations used in this Notice and accompanying Explanatory Statement are defined in the Glossary to the Explanatory Statement.

The Explanatory Statement that accompanies and forms part of this Notice describes the matters to be considered at this Meeting.

### Time and Place of Meeting

Notice is given that the Meeting will be held at 10:00am (WST) on 8 August 2018 at:

**108 Outram Street  
West Perth, Western Australia**

### ORDINARY BUSINESS

#### **RESOLUTION 1: RATIFICATION OF ISSUE OF 1,315,789 SHARES**

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

*“That, for the purpose of Listing Rule 7.4 and all other purposes, Shareholders ratify the issue of 1,315,789 Shares at a deemed issue price of \$0.038 per Share and on the terms and conditions set out in the Explanatory Statement that forms part of this Notice.”*

<p><b>Voting Exclusion:</b> The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if:</p> <p>(a) 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</p> <p>(b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.</p>
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#### **RESOLUTION 2: RATIFICATION OF ISSUE OF 5,000,000 SHARES**

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

*“That, for the purpose of Listing Rule 7.4 and all other purposes, Shareholders ratify the issue of 5,000,000 Shares for nil cash consideration and on the terms and conditions set out in the Explanatory Statement that forms part of this Notice.”*

<p><b>Voting Exclusion:</b> The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if:</p> <p>(a) 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</p> <p>(b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.</p>
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### **RESOLUTION 3: RATIFICATION OF ISSUE OF 11,111,111 SHARES**

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

*"That, for the purpose of Listing Rule 7.4 and all other purposes, Shareholders ratify the issue of 11,111,111 Shares at an issue price of \$0.045 per Share, to professional and sophisticated investors and on the terms and conditions set out in the Explanatory Statement that forms part of this Notice."*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if:

- (a) 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
- (b) it is cast by the person chairing the meeting as a 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: RATIFICATION OF ISSUE OF 1,200,000 SHARES**

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

*"That, for the purpose of Listing Rule 7.4 and all other purposes, Shareholders ratify the issue of 1,200,000 Shares for nil cash consideration and on the terms and conditions set out in the Explanatory Statement that forms part of this Notice."*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if:

- (a) 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
- (b) it is cast by the person chairing the meeting as a 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 5: RATIFICATION OF ISSUE OF 2,500,000 OPTIONS**

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

*"That, for the purpose of Listing Rule 7.4 and all other purposes, Shareholders ratify the issue of 2,500,000 Options for nil cash consideration, exercisable at \$0.02 and expiring on 3 September 2019 and on the terms and conditions set out in the Explanatory Statement that forms part of this Notice."*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if:

- (a) 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
- (b) it is cast by the person chairing the meeting as a 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 6: ISSUE OF PERFORMANCE RIGHTS TO DIRECTOR EMILIJA POPOSKA KARDALEVA**

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

*"That, for the purpose of Listing Rule 10.14 and all other purposes, Shareholders approve the issue of up to 2,000,000 Performance Rights to Emilija Poposka Kardaleva or her nominees on the terms and conditions set out in the Explanatory Statement that forms part of this Notice."*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by any Director, other than any Directors who are ineligible to participate in any employee incentive scheme in relation to the Company, and any associates of those Directors. 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.

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

## RESOLUTION 7: ISSUE OF OPTIONS TO CONSULTANT TIM WISE

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

*"That, for the purpose of Listing Rule 7.1 and all other purposes, Shareholders approve the issue of up to 2,000,000 Options, each with an exercise price of \$0.03 and expiring 2 years from the date of issue and subject to specified vesting conditions, to Tim Wise or his nominee on the terms and conditions set out in the Explanatory Statement that forms part of this Notice."*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by Tim Wise or his nominees and any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and 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 8: INCREASE AGGREGATE FEE POOL FOR NON-EXECUTIVE DIRECTORS

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

*"That, for the purposes of Listing Rule 10.17, the Company's Constitution and all other purposes, Shareholders approve an increase in the aggregate amount of fees that may be paid to Non-Executive Directors as a whole from \$150,000 per annum to \$300,000 per annum (an increase of \$150,000)."*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by:

- (a) a director of the Company; and
- (b) an associate of a director of the Company.

However, the Company need not disregard a vote cast on this Resolution if it is cast by:

- (a) a person as proxy for a person who is entitled to vote on the resolution and the vote is cast in accordance with the directions on the proxy form that specify how the person is to vote on that resolution; or
- (b) the Chairman of the Meeting as proxy for a person who is entitled to vote on the resolution and the vote is cast in accordance with the disclosure on the proxy form as to the manner in which the Chairman intends to vote on the resolution, should no direction be given on the proxy form by the person appointing the proxy as to how the Chairman is to vote on that resolution.

**Voting Prohibition Statement:**

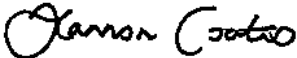
A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

BY ORDER OF THE BOARD



Shannon Coates  
Company Secretary  
9 July 2018

## **How to vote**

Shareholders can vote by either:

- attending the meeting and voting in person or by attorney or, in the case of corporate shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the proxy form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions in person, by post or by facsimile.

## **Voting in person (or by attorney)**

Shareholders, or their attorneys, who plan to attend the meeting are asked to arrive at the venue 15 minutes prior to the time designated for the meeting, if possible, so that their holding may be checked against the Company's share register and attendance recorded. Attorneys should bring with them an original or certified copy of the power of attorney under which they have been authorised to attend and vote at the meeting.

## **Voting by a Corporation**

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment, including any authority under which it is signed.

## **Voting by proxy**

- A Shareholder who is entitled to attend and cast two or more votes may appoint two proxies. Each proxy will have the right to vote on a poll and also to speak at the meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies in accordance with section 249X of the Corporations Act (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder.
- The proxy can be either an individual or a body corporate.
- If a proxy holder votes, they must cast all directed proxies as directed.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit. However, where a Restricted Voter is appointed as a proxy, and the proxy is not directed how to vote on an item of business, the proxy may only vote on Resolutions 6 and 8 if the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
- Should any Resolution, other than those specified in this Notice, be proposed at the meeting, a proxy may vote on that Resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the shares that are

the subject of the proxy appointment will not be counted in calculating the required majority.

- Shareholders who return their proxy forms with a direction how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf, who must vote the proxies as directed.
- Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular Resolution and, if it does the proxy need not vote on a show of hands, but if the proxy does so the proxy must vote that way (i.e. as directed); and if the proxy has 2 or more appointments that specify different ways to vote on the Resolution, the proxy must not vote on a show of hands and if the proxy is the Chair of the meeting at which the Resolution is voted on, the proxy must vote on a poll and must vote that way (i.e. as directed) and if the proxy is not the Chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).
- Section 250BC of the Corporations Act provides that if an appointment of a proxy specified the way the proxy is to vote on a particular Resolution at a meeting of the Company's members and the appointed proxy is not the Chair of the meeting and at the meeting, a poll is duly demanded on the Resolution and either the proxy is not recorded as attending the meeting or the proxy does not vote on the Resolution, the Chair of the meeting is taken, before voting on the Resolution closes, to have been appointed as the proxy for the purposes of voting on the Resolution of the meeting.
- To be effective, proxies must be lodged by 10.00am (WST) on 6 August 2018. Proxies lodged after this time will be invalid.
- Proxies may be lodged using any of the following methods:
  - (a) by returning a completed proxy form to Automic Registry Services, PO Box 2226, Strawberry Hills NSW 2012; or
  - (b) by faxing a completed proxy form to or by fax to +61 2 8583 3040.

The proxy form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the power of attorney, or the power itself, must be received by Automic Registry Services at the above address, or by facsimile, and by 10.00am (WST) on 6 August 2018. If facsimile transmission is used, the power of attorney must be certified.

### **Shareholders who are entitled to vote**

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001, the Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the Register of Shareholders as at 5.00pm (WST) on 6 August 2018.

**EXPLANATORY STATEMENT**

This Explanatory Statement has been prepared to provide shareholders with material information to enable them to make an informed decision on the business to be conducted at this General Meeting of Ookami Limited (**Company**).

The Directors recommend shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

Certain terms and abbreviations used in this Explanatory Statement have defined meanings which are explained in the glossary appearing at the end of this Explanatory Statement.

**RESOLUTION 1 – RATIFICATION OF ISSUE OF 1,315,789 SHARES**

On 5 February 2018, the Company issued 1,315,789 Shares at a deemed issue price of \$0.038 per Share, utilising the Company's 15% annual placement capacity under Listing Rule 7.1, to nominees of Cadmon Advisory, as part consideration for corporate advisory services provided to the Company in relation to the Brontech transaction.

Listing Rule 7.1 broadly provides that a company may issue equity securities up to 15% of its issued capital in any 12 month period without shareholder approval. Prior shareholder approval is required if the issue or agreement to issue (when aggregated with other issues of equity securities made in the previous 12 months without shareholder approval) exceed the 15% limit.

Listing Rule 7.4 permits the ratification of securities issued without shareholder approval under Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1. The purpose of such ratification is to restore the company's power to issue further securities without shareholder approval within the 15% limit.

Accordingly, Resolution 1 seeks Shareholder ratification of the issue of the Shares under Listing Rule 7.4 to provide flexibility for the Company to issue equity securities in the future under the 15% placement capacity under Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

**Technical information required by ASX Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the issue of the Shares the subject of this Resolution:

- (a) 1,315,789 Shares were issued for nil cash consideration;
- (b) the Shares issued are fully paid ordinary shares in the capital of the Company and rank equally with the Company's existing Shares;
- (c) the Shares were issued to nominees of Cadmon Advisory as part consideration for corporate advisory services provided to the Company in relation to the Brontech transaction, none of whom are related parties of the Company;
- (d) no funds were raised by the issue of Shares; and
- (e) a voting exclusion statement has been included for the purposes of Resolution 1.



### **Board recommendation**

The Directors unanimously recommend Shareholders vote in favour of Resolution 1.

### **RESOLUTION 2 – RATIFICATION OF ISSUE OF 5,000,000 SHARES**

On 19 March 2018, the Company issued a total of 5,000,000 Shares for nil cash consideration utilising the Company's 15% placement capacity under Listing Rule 7.1, to National Currency eXchange pursuant to a Collaboration and Development Agreement.

A summary of Listing Rules 7.1 and 7.4 is detailed above.

Accordingly, Resolution 2 seeks Shareholder ratification of the issue of the Shares under Listing Rule 7.4 to provide flexibility for the Company to issue equity securities in the future under the 15% placement capacity under Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

### **Technical information required by ASX Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the issue of the Shares the subject of this Resolution:

- (a) 5,000,000 Shares were issued for nil cash consideration;
- (b) the Shares issued are fully paid ordinary shares in the capital of the Company and rank equally with the Company's existing Shares;
- (c) 5,000,000 Shares were issued to National Currency eXchange which is not a related party of the Company;
- (d) no funds were raised by the issue of Shares; and
- (e) a voting exclusion statement has been included for the purposes of Resolution 2.

### **Board recommendation**

The Directors unanimously recommend Shareholders vote in favour of Resolution 2.

### **RESOLUTION 3 – RATIFICATION OF ISSUE OF 11,111,111 SHARES**

As announced on 12 March 2018, the Company undertook a capital raising to raise \$500,000 (before costs) through the issue of 11,111,111 Shares at an issue price of \$0.045 per Share (**Placement**). The Placement participants comprised of professional and sophisticated investors within the Lead Manager's network. The Shares pursuant to the Placement were subsequently issued on 19 March 2018.

A summary of Listing Rules 7.1 and 7.4 is detailed above.

Accordingly, Resolution 3 seeks Shareholder ratification of the issue of the Shares under Listing Rule 7.4 to provide flexibility for the Company to issue equity securities in the future under the 15% placement capacity under Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

### **Technical information required by ASX Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the issue of the Shares the subject of this Resolution:

- (a) 11,111,111 Shares were issued at an issue price of \$0.045 per Share;
- (b) the Shares issued are fully paid ordinary shares in the capital of the Company and rank equally with the Company's existing Shares;

- (c) the Shares were issued to professional and sophisticated investors within the Lead Manager's network, none of whom are related parties of the Company;
- (d) \$500,000 was raised by the issue of Shares;
- (e) the Company used US\$200,000 of the funds raised pursuant to the Placement for payment of development costs and investment into the National Currency eXchange Seed B capital raising. The Seed B capital raising was to further progress the development and commercialisation of the National Currency eXchange, which the Company considers to be a strategic investment into a company with technologies that are synergistic to the Company's ecosystems, as announced on 12 March 2018. The balance of funds has and will be used for general working capital purposes; and
- (f) a voting exclusion statement has been included for the purposes of Resolution 3.

#### **Board recommendation**

The Directors unanimously recommend Shareholders vote in favour of Resolution 3.

#### **RESOLUTION 4 – RATIFICATION OF ISSUE OF 1,200,000 SHARES**

On 19 March 2018, the Company issued a total of 1,200,000 Shares for nil cash consideration utilising the Company's 15% placement capacity under Listing Rule 7.1, to Dymond Developments Pty Ltd, the Company's investor relations consultant in part consideration for services provided to the Company.

A summary of Listing Rules 7.1 and 7.4 is detailed above.

Accordingly, Resolution 4 seeks Shareholder ratification of the issue of the Shares under Listing Rule 7.4 to provide flexibility for the Company to issue equity securities in the future under the 15% placement capacity under Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

#### **Technical information required by ASX Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the issue of the Shares the subject of this Resolution:

- (a) 1,200,000 Shares were issued for nil cash consideration;
- (b) the Shares issued are fully paid ordinary shares in the capital of the Company and rank equally with the Company's existing Shares;
- (c) 1,200,000 Shares were issued to Dymond Developments Pty Ltd, the Company's investor relations consultant, who is not a related party of the Company;
- (d) no funds were raised by the issue of Shares; and
- (e) a voting exclusion statement has been included for the purposes of Resolution 4.

#### **Board recommendation**

The Directors unanimously recommend Shareholders vote in favour of Resolution 4.

#### **RESOLUTION 5: RATIFICATION OF ISSUE OF 2,500,000 OPTIONS**

On 19 March 2018, the Company issued a total of 2,500,000 unlisted options for nil cash consideration, exercisable at \$0.02 each on or before 3 September 2019, (**Options**) to Dymond Developments Pty Ltd, the Company's investor relations consultant in part consideration for services provided to the Company.

A summary of Listing Rules 7.1 and 7.4 is detailed above.

Accordingly, Resolution 5 seeks Shareholder ratification of the issue of the Options under Listing Rule 7.4 to provide flexibility for the Company to issue equity securities in the future under the 15% placement capacity under Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

### **Technical information required by ASX Listing Rule 7.5**

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the issue of the Options the subject of this Resolution:

- (a) 2,500,000 Options were issued for nil cash consideration;
- (b) the Options are unlisted options in the Company. Upon exercise of the Options, the Shares will rank equally with existing Shares in the Company;
- (c) the Options were issued to Dyamond Developments Pty Ltd, the Company's investor relations consultant, who is not a related party of the Company;
- (d) no funds were raised by the issue of Options; and
- (e) a voting exclusion statement has been included for the purposes of Resolution 5.

### **Board recommendation**

The Directors unanimously recommend Shareholders vote in favour of Resolution 5.

## **RESOLUTION 6 – ISSUE OF PERFORMANCE RIGHTS TO DIRECTOR EMILIJA POPOSKA KARDALEVA**

### **Background**

Ms Emilija Poposka Kardaleva (Emma Poposka) was appointed to the Board on 30 January 2018. Ms Poposka is the co-founder of Brontech, a Sydney based company that is pioneering a blockchain backed platform for data exchange and identity management. As announced by the Company on 5 February 2018, the Company has completed an acquisition of a 18.23% strategic stake in Brontech, and is now working closely with Brontech to implement, via Brontech's BronID API to allow clients such as Akela (Ookami's 100% owned capital raising platform) and others to onboard users in a seamless manner by instantaneously extracting their identity information and verifying this information across different data sources for KYC/AML purposes.

Resolution 6 seeks Shareholder approval for the issue of a total 2,000,000 Performance Rights to Ms Poposka under the Company's Performance Rights Plan which was approved by Shareholders at a general meeting of the Company held on 24 December 2015. A summary of the key terms of the Performance Rights Plan can be found in the notice of meeting for this meeting released by the Company on ASX on 24 November 2015.

Performance Rights are rights to acquire Shares in the Company subject to the satisfaction of specified performance criteria during a specified performance period. The performance criteria and performance period for the Performance Rights proposed to be issued to Ms Poposka are as follows:

- (a) 1,000,000 Performance Rights will vest if the Company's 10-day Volume Weighted Average Price (**VWAP**) Share price meets or exceeds \$0.06 at any time in the 18 months after the date of issue of the Performance Rights; and
- (b) 1,000,000 Performance Rights will vest if the Company's 10-day VWAP Share price meets or exceeds \$0.08 at any time in the 18 months after the date of issue of the Performance Rights.

The issue of the Performance Rights to Ms Poposka is designed to provide her with greater incentive in the achievement of the Company's objectives and to provide an

incentive to strive to that end by participating in the future growth and prosperity of the Company through equity ownership.

In the Company's current circumstances, the Directors (in the absence of Ms Poposka) consider that the incentives provided to Ms Poposka represented by the issue of Performance Rights is a cost effective and efficient means for the Company to provide a reward and an incentive, as opposed to alternative forms of incentive, such as the payment of additional cash compensation.

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

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party unless either:

- (a) the giving of the financial benefit falls within one of the nominated exception to the provision; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months of approval.

One exception is where the giving of the financial benefit to the related party constitutes reasonable remuneration for that related party.

Ms Poposka is a Director of the Company, and therefore a related party of the Company under Chapter 2E of the Corporations Act. The Board (in the absence of Ms Poposka) has considered the application of Chapter 2E to the issue of the Performance Rights to Ms Poposka and considers that the financial benefit given by the grant of the Performance Rights constitutes reasonable remuneration to Ms Poposka having regard to the circumstances of the Company and Ms Poposka's role and responsibilities at the Company. Accordingly, the Company is not seeking Shareholder approval under Chapter 2E of the Corporations Act for the issue of Performance Rights to Ms Poposka, but will seek approval for the issue pursuant to the Listing Rules.

### **Listing Rules**

Listing Rule 10.14 provides that a company must seek prior Shareholder approval to issue securities to a director of the company under an employee incentive scheme. Accordingly, Resolution 6 seeks Shareholder approval for the issue of Performance Rights to Ms Poposka (a Director) for the purposes of Listing Rule 10.14 (and all other purposes).

In seeking approval under Listing Rule 10.14, the following information is required to be provided by Shareholders under Listing Rule 10.15:

- (a) the Performance Rights are proposed to be granted to Ms Emma Poposka (or her nominees). Ms Poposka is a Director of the Company;
- (b) the maximum number of Performance Rights to be issued to Ms Poposka (or her nominees) is 2,000,000;
- (c) each Performance Right is a right to acquire 1 Share in the Company, subject to the performance criteria and period set out above. No issue price is payable for the issue of the Performance Rights and no issue price is payable for the vesting of the Performance Rights and conversion into Shares;
- (d) the names of all persons referred to in Listing Rule 10.14 who have received securities under the Performance Rights Plan since it was last approved by shareholders on 24 December 2015, the number of securities received and the acquisition price for the securities is detailed below:

<b>Name</b>	<b>Position</b>	<b>Number of Performance Rights</b>	<b>Acquisition price</b>
Faldi Ismail	Director	9,000,000	Nil – rights subject to performance conditions.
Brendan de Kauwe	Director	9,000,000	Nil – rights subject to performance conditions.
Peter Wall	Former Director	9,000,000	Nil – rights subject to performance conditions.
Chris Ntoumenopoulos	Former Director	9,000,000	Nil – rights subject to performance conditions.

- (e) the current Directors of the Company, Faldi Ismail, Brendan de Kauwe and Emma Poposka are the persons referred to in Listing Rule 10.14 entitled to participate in the Performance Rights Plan;
- (f) a voting exclusion statement for Resolution 6 is included in the Notice;
- (g) no loan is being provided in connection with the issue of the Performance Rights; and
- (h) the Company will issue the Performance Rights as soon as practicable following the Meeting and in any event no later than 12 months after the Meeting (or such later date permitted by ASX).

If approval is given for the issue of Performance Rights to Ms Poposka under Listing Rule 10.14, approval is not required under Listing Rule 7.1.

### **Board recommendation**

The Directors (except for Ms Poposka) recommend Shareholders vote in favour of Resolution 6. Ms Poposka abstains from providing a recommendation as Resolution 6 relates to the issue of Performance Rights to her or her nominees.

### **RESOLUTION 7: ISSUE OF 2,000,000 OPTIONS TO CONSULTANT TIM WISE**

#### **Background**

The Company has engaged Mr Tim Wise to providing consulting services to the Company, including providing assistance with the Company's corporate vision and strategy, identification, negotiation and completion of potential corporate opportunities.

To align Mr Wise's interests with that of Shareholder's and to provide him additional incentive in respect of the services he is providing to the Company, the Company has agreed to issue Mr Wise or his nominees 2,000,000 Options, each with an exercise price of \$0.03 expiring on the date 2 years from issue. The Options will only vest (ie become exercisable) if the Company's 10-day VWAP Share price increases to \$0.06 or higher at any time prior to the expiry date of the Options.

Resolution 7 seeks Shareholder approval for the purposes of Listing Rule 7.1 and all other purposes for the issue of 2,000,000 Options to Tim Wise or his nominees.

A summary of Listing Rule 7.1 is detailed above.

The effect of Resolution 7 will be to allow the Company to issue the Options during the period 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

### **Technical information required by ASX Listing Rule 7.3**

In seeking Shareholder approval under Listing Rule 7.1, the following information is required to be provided to Shareholders under Listing Rule 7.3:

- (a) the maximum number of Options to be issued is 2,000,000;
- (b) the Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Options will occur on the same date;
- (c) the Options are being issued in connection with consulting services to be provided by Mr Wise and will be issued for no cash consideration;
- (d) the Options will be issued to Mr Wise (or his nominees). Mr Wise is not a related party of the Company;
- (e) the full terms of the Options are set out in Schedule 1; and
- (f) no funds will be raised from the issue of the Options as the Options are being issued for nil consideration in connection with consulting services provided by Mr Wise.

### **Board recommendation**

The Directors unanimously recommend Shareholders vote in favour of Resolution 7.

### **RESOLUTION 8: INCREASE AGGREGATE FEE POOL FOR NON-EXECUTIVE DIRECTORS**

#### **Background**

It is proposed that the fee pool for Non-Executive Directors be increased from \$150,000 to \$300,000 per annum.

The Company's Constitution provides that the total aggregate fixed sum per annum to be paid to Non-Executive Directors from time to time must not exceed the sum determined by Shareholders in general meeting. The fixed sum may be varied by ordinary resolution of Shareholders in general meeting.

Further, Listing Rule 10.17 provides that a listed company must not, without shareholder approval, increase the total amount of Non-Executive Directors' fees.

The current fee pool for Non-Executive Directors of \$150,000 was fixed at the time of relisting of the Company in 2015.

The Non-Executive Directors of the Company are Faldi Ismail, Brendan de Kauwe and Emma Poposka; and each are currently paid Non-Executive Directors fees of \$24,000 per annum, which will be increased to \$48,000 per annum from 1 July 2018. This amount includes superannuation contributions made by the Company for the benefit of Non-Executive Directors and any fees which a Non-Executive Director agrees to sacrifice for other benefits. It does not include reimbursement of genuine out of pocket expense, genuine "special exertion" fees paid in accordance with the Constitution, or securities issued to a Non-Executive Director under Listing Rules 10.11 or 10.14 with approval of Shareholders. The maximum aggregate amount of fees proposed to be paid to the Non-Executive Directors per annum has been determined after reviewing similar companies listed on ASX and the Directors believe that this level of remuneration is in line with corporate remuneration of similar companies.

Details of the securities which have been issued to a Non-Executive Director (or their nominees) under Listing Rule 10.11 and 10.14 with the approval of Shareholders in the past 3 years are as set out in the table below. As detailed above, subject to the passing

of Resolution 6, the Company will issue 2,000,000 Performance Rights to Ms Emma Poposka.

Name	Date of Issue	Number and type of Security	Acquisition price	Purpose of the issue
Faldi Ismail (current Director)	22/01/2016	9,000,000 Performance Rights	Nil	Incentivise and recognition of services provided.
	22/01/2016	4,364,865 Unlisted Options	Nil	In consideration for capital raising services.
	22/01/2016	3,000,000 Shares	\$0.02 per Share	Participation in capital raising.
Brendan de Kauwe (current Director)	22/01/2016	9,000,000 Performance Rights	Nil	Incentivise and recognition of services provided.
	22/01/2016	1,250,000 Shares	\$0.02 per Share	Participation in capital raising.
Peter Wall (former Director)	22/01/2016	9,000,000 Performance Rights	Nil	Incentivise and recognition of services provided.
	22/01/2016	4,750,000 Shares	\$0.02 per Share	Participation in capital raising.
Chris Ntoumenopoulos (former Director)	22/01/2016	9,000,000 Performance Rights	Nil	Incentivise and recognition of services provided.
	22/01/2016	1,000,000 Shares	\$0.02 per Share	Conversion of Convertible Loans.
	22/01/2016	1,850,000 Shares	\$0.02 per Share	Participation in capital raising.

### Reasons for the increase

Notwithstanding the increase in Non-Executive Directors' fees from 1 July 2018, the total fees payable to the current Non-Executive Directors will still remain below the current cap of \$150,000, and it is not envisaged that the proposed increase to the fee pool will be utilised immediately. However, the increase is sought to ensure that the Company:

- (a) has the ability to attract and retain new Non-Executive Directors whose skills and qualifications are appropriate for a company of the size and nature of the Company;
- (b) maintains its capacity to remunerate both existing and any new Non-Executive Directors joining the Board; and
- (c) remunerates its Non-Executive Directors appropriately for the expectations placed upon them both by the Company and the regulatory environment in which it operates.

### Board recommendation

Each of the Directors decline to make any recommendation in relation to voting on Resolution 8 as the resolution relates to the remuneration of members of the Company's Key Management Personnel.

## **GLOSSARY**

The following terms have the following meanings in this Explanatory Statement:

“**Accounting Standards**” has the meaning given to that term in the Corporations Act;

“**ASIC**” means the Australian Securities and Investments Commission;

“**ASX**” means ASX Limited (ABN 98 008 624 691) and, where the context permits, the Australian Securities Exchange operated by ASX Limited;

“**Board**” means the board of Directors;

“**Brontech**” means Brontech Pty Ltd;

“**Closely Related Party**” has the meaning given to that term in the Corporations Act;

“**Company**” means Ookami Limited (ACN 009 081 770);

“**Constitution**” means the constitution of the Company;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Director**” means a director of the Company;

“**Explanatory Statement**” means this explanatory statement accompanying the Notice;

“**Key Management Personnel**” has the meaning given to that term in the Accounting Standards;

“**Listing Rules**” means the Listing Rules of the ASX;

“**Meeting**” means the annual general meeting the subject of this Notice;

“**Notice**” or “**Notice of Meeting**” means the notice of annual general meeting accompanying this Explanatory Statement;

“**Option**” means an option to acquire a Share;

“**Resolution**” means a Resolution the subject of the Notice;

“**Restricted Voter**” means Key Management Personnel and their Closely Related Parties as at the date of the Meeting.

“**Share**” means an ordinary fully paid share in the capital of the Company;

“**Shareholder**” means holders of Shares;

“**VWAP**” means volume weighted average price; and

“**WST**” means Australian Western Standard Time.



## Schedule 1 – Option Terms

(a) **Entitlement**

Each Option entitles the holder, subject to the Vesting Condition being met, to subscribe for one Share upon exercise of the Option.

(b) **Vesting Condition**

At any time before the Expiry Date the Options shall vest if the Company's 10-day VWAP Share price meets or exceeds \$0.06 (**Vesting Condition**).

(c) **Exercise Price**

Subject to paragraph (k), the amount payable upon exercise of each Option will be \$0.03 (**Exercise Price**).

(d) **Expiry Date**

Each Option will expire at 5:00 pm (WST) two years from date of issue (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(e) **Exercise Period**

The Options are exercisable at any time after the Vesting Condition has been met, and on or prior to the Expiry Date (**Exercise Period**).

(f) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(g) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(h) **Timing of issue of Shares on exercise**

Within 15 Business Days after the Exercise Date, the Company will:

- (A) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (B) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

(C) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

(i) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(j) **Quotation of Shares issued on exercise**

If admitted to the official list of ASX at the time, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

(k) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(l) **Participation in new issues**

There are no participation 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 without exercising the Options.

(m) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(n) **Unquoted**

The Company will not apply for quotation of the Options on ASX.

(o) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

## Vote by Proxy: OOK

Your proxy voting instruction must be received by **10.00am (WST) on Monday, 6 August 2018** being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

### SUBMIT YOUR PROXY VOTE ONLINE

## Vote online at <https://investor.automic.com.au/#/loginsah>

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting form.

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



### SUBMIT YOUR PROXY VOTE BY PAPER

Complete the form overleaf in accordance with the instructions set out below.

#### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal:

<https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

#### VOTING UNDER STEP 1 - APPOINTING A PROXY

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. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

#### DEFAULT TO THE 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 these 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 Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP

#### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by marking 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

#### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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

**Joint holding:** Where the holding is in more than one name, all of the Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided. **By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

#### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

#### ATTENDING THE MEETING


Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

#### POWER OF ATTORNEY


If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.

CONTACT

**Return your completed form:**




**BY MAIL**  
 Automic Registry Services  
 PO Box 2226  
 Strawberry Hills NSW 2012




**IN PERSON**  
 Automic Registry Services  
 Level 3, 50 Holt Street,  
 Surry Hills NSW 2010


**Contact us – All enquiries to Automic:**



**WEBCHAT**  
<https://automic.com.au/>



**EMAIL**  
[hello@automic.com.au](mailto:hello@automic.com.au)



**PHONE**  
 1300 288 664 (Within Australia)  
 +61 2 9698 5414 (Overseas)

STEP 1: Please appoint a Proxy

**Complete and return this form as instructed only if you do not vote online**

I/We being a Shareholder entitled to attend and vote at the General Meeting of Ookami Limited, to be held at **10.00am (WST) on Wednesday, 8 August 2018 at 108 Outram Street, West Perth, Western Australia** hereby:

**Appoint the Chairman of the Meeting (Chair)** 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 or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.**  
 Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

**AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS**  
 Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 6 & 8 (except where I/we have indicated a different voting intention below) even though Resolutions 6 & 8 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

STEP 2: Your Voting Direction

Resolutions	For	Against	Abstain
1. Ratification of Issue of 1,315,789 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Ratification of Issue of 5,000,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ratification of Issue of 11,111,111 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Ratification of Issue of 1,200,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Ratification of Issue of 2,500,000 Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Issue of Performance Rights to Director Emilija Poposka Kardaleva	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Issue of Options to Consultant Tim Wise	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Increase Aggregate Fee Pool for Non-executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.*

STEP 3: Sign

**SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED**

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date \_\_\_\_/\_\_\_\_/\_\_\_\_

Email Address \_\_\_\_\_

**By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).**