



NOTICE OF ANNUAL GENERAL MEETING

LIVEHIRE LTD ACN 153 266 605

TIME: 2:00pm AEDT

DATE: Wednesday, 23 November 2016

PLACE: Australian Institute of Company Directors

Level 26

367 Collins St

Melbourne VIC 3000

Important notice

This Notice of Meeting should be read in conjunction with the Explanatory Memorandum. The Explanatory Memorandum contains important information about the matters to be considered at the Annual General Meeting of LiveHire Limited to assist shareholders to determine how to vote on the resolutions set out in the accompanying Notice of Meeting.

Should you wish to discuss any of the matters detailed in this Notice of Meeting, please do not hesitate to contact the Company Secretary on +61 3 9614 2444 or charly@livehire.com.

Contents	Page
Business of the Annual General Meeting (setting out the proposed resolutions)	4
Explanatory Memorandum (explaining the proposed resolutions)	9
Glossary	18
Annexure A	19
Annexure B	20
Annexure C	22
Annexure D	24
Proxy Form	Attached

Notice of Annual General Meeting of Shareholders of LiveHire Limited

Notice is given that the annual general meeting of shareholders of LiveHire Limited (ACN 153 266 605) (**LiveHire** or the **Company**) will be held:

- on **Wednesday, 23 November 2016 at 2pm AEDT**
- at **Australian Institute of Company Directors, Level 26, 367 Collins St, Melbourne VIC 3000**

Important Information

Your vote is important

The business of the Meeting affects your shareholding and your vote is important.

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00pm AEDT on Monday, 21 November 2016.

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Voting online

To vote online, please go to www.votingonline.com.au/livehireagm2016 and follows the instructions on your Proxy Form.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and

- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

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 (ie. 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 (ie 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 (ie as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies 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 of the following applies:
 - 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 at the meeting.

Corporate representatives

A shareholder that is a body corporate may appoint an individual to act as its representative at the meeting by providing a duly executed Certificate of Appointment of Corporate Representative. Unless otherwise specified in the Certificate, the representative may exercise all or any of the powers that the body corporate may exercise at the meeting or in voting on a resolution. A Certificate is available upon request from the share registry.

Appointments may be lodged in advance of the meeting with the Company's share registry, or handed in at the Meeting when registering.

BUSINESS OF THE ANNUAL GENERAL MEETING

Ordinary business

1. Financial Statements And Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2016, including the financial statements, Director's Report, the Remuneration Report and the auditor's report.

2. Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a **non-binding resolution**:

“THAT, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2016.”

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
 - (b) a Closely Related Party of such a member,
- (each a **Restricted KMP Voter**).

However, a Restricted KMP Voter may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (c) the Restricted KMP Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
 - (d) the Restricted KMP Voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
-

3. Resolution 2 – Re-election of Director – Mr Michael Haywood

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

“THAT Mr Michael Haywood, having retired from his office as Director in accordance with Article 6.14 of the Company's constitution and ASX Listing Rule 14.4, and being eligible, having offered himself for election, be elected as a Director of the Company.”

The Chairman intends to vote all undirected proxies in favour of this Resolution.

4. Resolution 3 – Appointment of Auditor

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

“THAT, pursuant to and in accordance with section 327B(1)(a) of the Corporations Act and for all other purposes, BDO Audit (WA) Pty Ltd, having been nominated by the Board upon the Company becoming a public company and consented in writing to act in the capacity of auditor, be appointed as auditor of the Company on the terms and conditions in the Explanatory Memorandum.”

The Chairman intends to vote all undirected proxies in favour of this Resolution.

5. Resolution 4 – Approval of prior issue of options

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

“THAT, for the purposes of ASX Listing Rule 7.4, approval is given in respect of the issue of 2,500,000 Options in the Company to Mr Scott Horton on 19 July 2016 on the terms and conditions as set out in the Explanatory Memorandum.”

Voting Exclusion Statement:

The Company will disregard any votes cast on this Resolution by Mr Scott Horton and any of his associates. 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 Chair 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.

The Chairman intends to vote all undirected proxies in favour of this Resolution.

6. Resolution 5 – Approval of issue of Options to Senior Managers

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

“THAT, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve the issue of 3,000,000 Options to certain senior managers of the Company, on the terms and conditions as set out in the Explanatory Memorandum.”

Voting Exclusion Statement:

The Company will disregard any votes cast on this Resolution by each person who participated in the issue of securities and any of their associates. 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 Chair 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.

The Chairman intends to vote all undirected proxies in favour of this Resolution.

7. Resolution 6 – Approval of Employee Incentive Plan

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

“THAT, for the purposes of sections 259B(2) and 260C(4) of the Corporations Act 2001 (Cth) and for all other purposes, approval is given in respect of the LiveHire Employee Incentive Plan and all issues of securities under that on the terms and conditions as set out in the Explanatory Memorandum.”

8. Resolution 7 – Approval of Potential Termination Benefits Provided to Director – Mr Geoff Morgan

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

“THAT, for the purpose of Part 2D.2 Division 2 of the Corporations Act, Shareholders approve the Company giving potential benefits to Mr Geoff Morgan, Director of the Company, in connection with Mr Morgan ceasing to hold a managerial or executive office or position of employment in the Company or a related body corporate, as described in the Explanatory Memorandum.”

Voting Exclusion Statement:

The Company will disregard any votes cast on this Resolution by Mr Geoff Morgan and any of his associates. 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 Chair 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.

Further, a vote must not be cast on this Resolution by a member of the Key Management Personnel or a Closely Related Party of such a member acting as a proxy if their appointment does not specify the way the proxy is to vote on this Resolution. However, a vote may be cast by such persons if:

- (a) it is cast by the Key Management Personnel or their Closely Related Party as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, and it is not cast on behalf of Mr Geoff Morgan or his respective associates; or
- (b) it is cast by the Chairman (who is a Key Management Personnel) as a proxy and the proxy appointment expressly authorises the Chairman to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of the Key Management Personnel.

The Chairman intends to vote all undirected proxies in favour of this Resolution.

9. Resolution 8 – Approval of Potential Termination Benefits Provided to Director – Mr Adam Zorzi

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

“THAT, for the purpose of Part 2D.2 Division 2 of the Corporations Act, Shareholders approve the Company giving potential benefits to Mr Adam Zorzi, Director of the Company, in connection with Mr Zorzi ceasing to hold a managerial or executive office or position of employment in the Company or a related body corporate, as described in the Explanatory Memorandum.”

Voting Exclusion Statement:

The Company will disregard any votes cast on this Resolution by Mr Adam Zorzi and any of his associates. 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 Chair 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.

Further, a vote must not be cast on this Resolution by a member of the Key Management Personnel or a Closely Related Party of such a member acting as a proxy if their appointment does not specify the way the proxy is to vote on this Resolution. However, a vote may be cast by such persons if:

- (a) it is cast by the Key Management Personnel or their Closely Related Party as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, and it is not cast on behalf of Mr Adam Zorzi or his respective associates; or
- (b) it is cast by the Chairman (who is a Key Management Personnel) as a proxy and the proxy appointment expressly authorises the Chairman to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of the Key Management Personnel.

The Chairman intends to vote all undirected proxies in favour of this Resolution.

10. Resolution 9 – Approval of Potential Termination Benefits Provided to Director – Mr Antonluigi Gozzi

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

“THAT, for the purpose of Part 2D.2 Division 2 of the Corporations Act, Shareholders approve the Company giving potential benefits to Mr Antonluigi Gozzi, Managing Director of the Company, in connection with Mr Gozzi ceasing to hold a managerial or executive office or position of employment in the Company or a related body corporate, as described in the Explanatory Memorandum.”

Voting Exclusion Statement:

The Company will disregard any votes cast on this Resolution by Mr Antonluigi Gozzi and any of his associates. 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 Chair 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.

Further, a vote must not be cast on this Resolution by a member of the Key Management Personnel or a Closely Related Party of such a member acting as a proxy if their appointment does not specify the way the proxy is to vote on this Resolution. However, a vote may be cast by such persons if:

- (a) it is cast by the Key Management Personnel or their Closely Related Party as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, and it is not cast on behalf of Mr Antonluigi Gozzi or his respective associates; or

- (b) it is cast by the Chairman (who is a Key Management Personnel) as a proxy and the proxy appointment expressly authorises the Chairman to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of the Key Management Personnel.

The Chairman intends to vote all undirected proxies in favour of this Resolution.

11. Resolution 10 – Approval of Potential Termination Benefits Provided to Director – Mr Michael Haywood

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

“THAT, for the purpose of Part 2D.2 Division 2 of the Corporations Act, Shareholders approve the Company giving potential benefits to Mr Michael Haywood, an Executive Director of the Company, in connection with Mr Haywood ceasing to hold a managerial or executive office or position of employment in the Company or a related body corporate, as described in the Explanatory Memorandum.”

Voting Exclusion Statement:

The Company will disregard any votes cast on this Resolution by Mr Michael Haywood and any of his associates. 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 Chair 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.

Further, a vote must not be cast on this Resolution by a member of the Key Management Personnel or a Closely Related Party of such a member acting as a proxy if their appointment does not specify the way the proxy is to vote on this Resolution. However, a vote may be cast by such persons if:

- (a) it is cast by the Key Management Personnel or their Closely Related Party as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, and it is not cast on behalf of Mr Michael Haywood or his respective associates; or
- (b) it is cast by the Chairman (who is a Key Management Personnel) as a proxy and the proxy appointment expressly authorises the Chairman to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of the Key Management Personnel.

The Chairman intends to vote all undirected proxies in favour of this Resolution.

12. Resolution 11 – Approval of Potential Termination Benefits Provided To Director – Mr Patrick Grant Galvin

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

“THAT, for the purpose of Part 2D.2 Division 2 of the Corporations Act, Shareholders approve the Company giving potential benefits to Mr Patrick Grant Galvin, an Executive Director of the Company, in connection with Mr Galvin ceasing to hold a managerial or executive office or position of employment in the Company or a related body corporate, as described in the Explanatory Memorandum.”

Voting Exclusion Statement:

The Company will disregard any votes cast on this Resolution by Mr Patrick Grant Galvin and any of his associates. 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 Chair 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.

Further, a vote must not be cast on this Resolution by a member of the Key Management Personnel or a Closely Related Party of such a member acting as a proxy if their appointment does not specify the way the proxy is to vote on this Resolution. However, a vote may be cast by such persons if:

- (a) it is cast by the Key Management Personnel or their Closely Related Party as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, and it is not cast on behalf of Mr Patrick Grant Galvin or his respective associates; or

- (b) it is cast by the Chairman (who is a Key Management Personnel) as a proxy and the proxy appointment expressly authorises the Chairman to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of the Key Management Personnel.

The Chairman intends to vote all undirected proxies in favour of this Resolution.

13. Resolution 12 – Approval of 10% Placement Capacity

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a **special resolution**:

“THAT, for the purposes of ASX Listing Rule 7.1A and for all other purposes, Shareholders approve the Company having the additional capacity to issue equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 over a 12 month period from the date of the Annual General Meeting, at a price no less than that determined pursuant to ASX Listing Rule 7.1A.3 and otherwise on the terms and conditions set out in the Explanatory Memorandum.”

Voting Exclusion Statement:

The Company will disregard any votes cast on this Resolution by any person who may participate in the issue of equity securities under this Resolution and a person who may obtain a benefit, except a benefit solely in the capacity of a security holder, 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 Chair 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.

The Chairman intends to vote all undirected proxies in favour of this Resolution.

14. Other Business

To transact any other business which may legally be brought before the meeting.

Dated: 21 October 2016

By order of the Board

Charly Duffy

Company Secretary

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2016 together with the declaration of the directors, the directors' report, the Remuneration Report and the auditor's report.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.livehire.com/investors.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that, at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year. The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

2.2 Voting consequences

If at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report at two consecutive annual general meetings, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the re-election of the directors of the company (**Spill Resolution**), provided that a Spill Resolution was not put to vote at the first of those annual general meetings. If required, the Spill Resolution must be put to vote at the second of those annual general meetings. If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

As this is the Company's first annual general meeting, Shareholders have not previously voted in respect of a remuneration report. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

2.3 Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

Person appointed as proxy	Where directions are given on Proxy Form	Where no directions are given on Proxy Form
Key Management Personnel ¹	Vote as directed	Unable to vote ³
Chair ²	Vote as directed	Able to vote at discretion of Proxy ⁴
Other	Vote as directed	Able to vote at discretion of Proxy

Notes:

¹ Refers to Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member.

² Refers to the Chair (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report), or a Closely Related Party of such a member).

³ Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

⁴ The Proxy Form notes it is the Chair's intention to vote all undirected proxies in favour of all Resolutions.

3. RESOLUTIONS 2 – RE-ELECTION OF DIRECTOR – MR MICHAEL HAYWOOD

3.1 General

Article 6.14 of the Constitution requires that, if the Company has three or more directors, one third of the directors (rounded down to the nearest whole number) must retire at the Company's next annual general meeting. Article 6.17 of the Constitution allows such director who retires under article 6.14 to be eligible for re-election at that meeting. Article 6.16.1 of the Constitution prescribes that the director who has held their office as Director for the longest period of time is to retire and stand for re-election at the Meeting.

As Managing Director of the Company, Mr Antonluigi Gozzi is not subject to the requirements of Article 6.14 of the Constitution. Accordingly, Mr Michael Haywood, who was appointed on 16 September 2011, will retire as Director at the Meeting and, being eligible, will stand for re-election. Personal particulars for Mr Haywood are set out below.

3.2 Mr Michael Haywood

Michael is Founder and Executive Director of LiveHire. As Executive Director, Michael has responsibility for growth, new business development, brand, marketing and strategic partnerships. Prior to founding LiveHire, Michael launched successful engineering technology start-ups, each leveraging pioneering proprietary technologies developed in-house by Michael and his respective co-founders. Michael is passionate about scaling businesses in fast-paced, competitive industries, solutions that deliver real positive value in people's lives and technology that helps us evolve to a more humanised and connected world. Mr Haywood has completed a PhD in Engineering and a Bachelor of Commerce and Engineering, both from the University of Western Australia. Mr Haywood was appointed to the Board on 16 September 2011.

3.3 Board Recommendation

The Board (other than Mr Haywood) recommends that you vote in favour of this Resolution.

4. RESOLUTION 3 – APPOINTMENT OF AUDITOR

4.1 General

Section 327B(1)(a) of the Corporations Act requires a public company to appoint an auditor at its first annual general meeting. Accordingly, the Company is seeking shareholder approval of the appointment of BDO Audit (WA) Pty Ltd (**BDO**) as the Company's auditor. BDO has been duly nominated for appointment as the Company's auditor by a shareholder of the Company, as required by section 328B of the Corporations Act. A copy of the Shareholder's written notice of nomination is set out at Annexure A.

4.2 Board Recommendation

The Board recommends that you vote in favour of this Resolution.

5. RESOLUTION 4 – APPROVAL OF PRIOR ISSUE OF OPTIONS

5.1 General

On 20 July 2016, LiveHire announced the appointment of Mr Scott Horton as Head of Commercial Operations – Queensland and Northern Territory. As part of Mr Horton's remuneration package, the Company issued 2,500,000 Options to Mr Horton under the Company's 15% placement capacity (the terms of which are set out in section 5.3 below). The issue of the Options did not breach ASX Listing Rule 7.1.

Approval is now sought pursuant to ASX Listing Rule 7.4 to the issue of the Options which, if approved, will refresh the Company's ability to issue that number of securities in the future without seeking Shareholder approval in accordance with ASX Listing Rule 7.1.

5.2 ASX Listing Rule 7.4

Other than in respect of the exceptions prescribed under the ASX Listing Rules, ASX Listing Rule 7.1 limits the number of securities that a company may issue without shareholder approval in any 12 month period to 15% of its issued share capital as at the date that is 12 months prior to the issue date.

ASX Listing Rule 7.4 allows for shareholders to subsequently approve an issue of securities, provided the issue was not in breach of ASX Listing Rule 7.1. Shareholders are being asked to approve the issue of the abovementioned Options to Mr Scott Horton in accordance with ASX Listing Rule 7.4.

If Shareholders ratify the issue of Options under this Resolution, the Company's capacity to issue further securities up to the 15% limit will be restored. The Directors consider it prudent to retain the flexibility to issue further securities if circumstances require and, accordingly, seek Shareholders' approval to the issue of the Options as set out in this Resolution.

5.3 Summary of the issue of Options under this Resolution

For the purposes of ASX Listing Rule 7.5, the following information is provided:

- the number of Options for which Shareholder approval is being sought under this Resolution is 2,500,000;
- as the Options were granted as a condition of the Employment Agreement with Mr Scott Horton, the Options were issued for nil consideration;
- the terms of the Options are as follows:
 - exercise price of \$0.15 per Option;
 - the Options will expire on 19 July 2020; and
 - such other terms as detailed in Annexure C;
- the Options were issued to Mr Scott Horton, Head of Commercial Operations – Queensland and Northern Territory;
- no funds were raised by the issue of the Options. Any funds raised from the exercise of the Options will be used for working capital of the Company; and
- a voting exclusion statement is included in the Notice of Meeting.

5.4 Board Recommendation

The Board recommends that you vote in favour of this Resolution.

6. RESOLUTION 5 – APPROVAL OF ISSUE OF OPTIONS TO SENIOR MANAGERS

6.1 General

On 14 October 2016, the Company issued 3,000,000 Options to certain Senior Managers of the Company to align the interests of key senior personnel with the long term objectives and deliverables of the Company, maximise the retention of such personnel, and maintain cash costs of senior salaries in line with the Remuneration Policy (**Incentive Issues**). The Incentive Issues were completed pursuant to the Company's 15% placement capacity in accordance with ASX Listing Rules 7.1.

Approval is now sought for the issue of the Options under the Incentive Issues which, if approved, will refresh the Company's ability to issue that number of securities in the future without seeking shareholder approval in accordance with ASX Listing Rule 7.1.

6.2 ASX Listing Rule 7.4

Other than in respect of the exceptions prescribed under the ASX Listing Rules, ASX Listing Rule 7.1 limits the number of securities that a company may issue without shareholder approval in any 12 month period to 15% of its issued share capital as at the date that is 12 months prior to the issue date.

ASX Listing Rule 7.4 allows for shareholders to subsequently approve an issue of securities, provided the issue was not in breach of ASX Listing Rule 7.1. The issue of the Options under the Incentive Issues did not breach ASX Listing Rule 7.1.

The Company is seeking shareholder approval in accordance with ASX Listing Rule 7.4 to ratify the issue of the Options pursuant to the Incentive Issues to restore the Company's placement capacity under ASX Listing Rule 7.1.

6.3 Technical Information required under the ASX Listing Rules

For the purposes of ASX Listing Rule 7.5, the following information is provided:

- the number of Options for which Shareholder approval is being sought under this Resolution is 3,000,000;
- the Options were issued on 14 October 2016;
- the Options were issued for nil cash consideration as long term incentives to align the interests of key senior personnel with the long term objectives and deliverables of the Company, maximise the retention of such personnel, and maintain cash costs of senior salaries in line with the Remuneration Policy;
- the terms of the Options are as follows:

- exercise price per Option is \$0.188446, representing the volume weighted average market price for the Company's Shares, calculated over the last 5 days on which sales in the Company's Shares were recorded before the date of the issue of the Options;
- the Options will expire on the date that is 4 years after the date of issue; and
- the Options are subject to various time based vesting criteria;
- the Options were issued to certain Senior Managers of the Company;
- no funds were raised by the issue of the Options under the Incentive Issues. Any funds raised from the exercise of the Options will be used for working capital of the Company; and
- a voting exclusion statement is included in the Notice of Meeting.

6.4

Board Recommendation

The Board recommends that you vote in favour of this Resolution.

7.

RESOLUTION 6 – APPROVAL OF LIVEHIRE EMPLOYEE INCENTIVE PLAN

7.1

General

Prior to the Company's admission to the Official List of the ASX in June 2016, the Company adopted the LiveHire Employee Incentive Plan (**Plan**). As detailed in section 9.3 of the Replacement Prospectus, the Plan seeks to allow the Company to reward, retain and attract certain employees, consultants and directors of the Company through an arrangement where eligible participants are offered equity based rewards which may be subject to long term performance conditions. A summary of the Plan is set out in Annexure B of this Notice. The Plan also provides that the Board may, in its discretion, elect to provide an eligible participant with a limited recourse, interest free loan for an amount equal to the issue price of any Share issued under the Plan. The Shares are offered at market value such that the incentive is linked to the increase in value over and above the purchase price and so aligns employees to the risks and rewards of a Shareholder.

Shareholder approval of the Plan is being sought to enable the Company to fall within certain Corporations Act exemptions.

7.2

Corporations Act requirements

Section 259B(1) of the Corporations Act prohibits a company from taking security over its own shares, except as permitted by section 259B(2). Section 259B(2) of the Corporations Act states that a company may take security over shares in itself under an employee share scheme which has been approved by a resolution passed at a general meeting of the company. If the Board elects to provide an eligible participant with a limited recourse, interest free loan for the purchase price payable in respect of the Shares issued under the Plan, the loan is secured by a lien against the Shares until the loan is repaid in full.

Section 260A of the Corporations Act states that a company may financially assist a person to acquire shares in the company if the assistance is exempt under section 260C. Section 260C(4) of the Corporations Act provides that financial assistance is exempt from section 260A if it is given under an employee share scheme which has been approved by a resolution passed at a general meeting of the company.

If a loan is advanced to an employee to acquire shares under the Plan, the loan will constitute financial assistance for the purposes of section 260A. If a loan is not repaid in full by the date specified by the Board for repayment, the Board may sell the relevant Shares or dispose of such number of relevant Shares for their market price and apply the proceeds of the sale towards meeting the costs of the sale or disposal, repaying the outstanding amount under the relevant loan and any other amounts owed to the Company by the employee. Any excess proceeds after satisfaction of these expenses, are paid to the employee.

Resolution 6 is being put to Shareholders to approve the Plan for the purposes of section 259B(2) and section 260C(4) of the Corporations Act, to enable the Company to provide financial assistance to eligible employees to purchase Shares under the Plan, and for the Company to be granted a lien over those Shares until such time that the loan is repaid.

7.3

Board Recommendation

The Board recommends that you vote in favour of this Resolution.

8. RESOLUTIONS 7 TO 11 – APPROVAL OF POTENTIAL TERMINATION BENEFITS PROVIDED TO DIRECTORS

8.1 General

Shareholders are being asked to approve the potential benefits to which the Directors may become entitled upon ceasing to hold office with the Company, so that the Company is able to meet its existing contractual obligations to these persons, and to ensure that the Company continues to remunerate fairly and responsibly.

8.2 Who these Resolutions affect

Approval is sought for the termination benefits that may be given to each Director in connection with their cessation as a Director. If Shareholder approval is given under these Resolutions, the Company will still be required to comply with ASX Listing Rules 10.18 and 10.19, which place restrictions on the circumstances in which termination benefits can be paid and a cap on the value of termination benefits that can be paid to officers of the Company. Separate approval is being sought for termination benefits that may be given to each Director.

8.3 Remuneration framework

The key features of the remuneration framework (provided by way of background for the termination benefits which may be given) provided to Executive Directors is as follows:

- a fixed component (base pay and benefits, including superannuation);
- a short-term incentive (STI) (at the discretion of the Board) based on satisfaction of key performance indicators as determined by the Board from time to time. For the avoidance of doubt, no such STIs are in place at the date of this Notice of Meeting; and
- a long-term incentive (LTI) by way of the issue of Options, subject to various time-based vesting conditions (as described in section 9.2 of the Replacement Prospectus).

The key features of the remuneration framework provided to Non-Executive Directors is as follows:

- a fixed component (base fee, plus additional fees for the performance of special services); and
- an LTI by way of the issue of Options, subject to various time-based vesting conditions (as described in section 9.2 of the Replacement Prospectus).

Shareholders are not being asked to approve any increase in the remuneration or benefits for any Director. No change to the underlying appointment arrangements or individual entitlements is being proposed. The approval being sought is in relation to the Company's existing obligations to Directors, which seek to effect the Company's remuneration programs. Further details of the Company's remuneration framework are provided in the Remuneration Report.

8.4 Termination Benefit Approval – Part 2D.2 Division 2 of the Corporations Act

Under Part 2D.2 Division 2 of the Corporations Act, the Company is prohibited from giving a person who holds a "managerial or executive office" (including a director) a benefit in connection with their ceasing to hold an office or position of employment with the Company unless shareholders approve the giving of the benefit or an exemption applies.

9.3.1 Benefits that require shareholder approval and benefits that are exempt

"Benefit" is defined broadly in the Corporations Act to include most forms of valuable consideration. Termination benefits under the Corporations Act include a range of payments or benefits given in connection with a person ceasing to hold an office or position of employment including termination payments, payments in lieu of notice or other benefits such as an accelerated or automatic vesting of equity-based payments due to a person ceasing to hold an office or position of employment.

There is an exception to the prohibition on the provision of benefits where the value of the benefits does not exceed the statutory cap of one year's average base salary (as calculated in accordance with the Corporations Act).

9.3.2 Reasons why shareholder approval is being sought

Shareholder approval is sought for the following benefits which an individual Director may potentially receive under their respective executive contractual agreement with the Company:

- in the case of Executive Directors only, payments in lieu of notice under their respective individual executive service agreements; and
- in the case of all Directors, payments or benefits in connection with the accelerated vesting of certain Options granted prior to IPO,

in addition to any payments or amounts that may be provided to that person which are excluded from the operation of the statutory cap (such as statutory entitlements to accrued annual and long service leave, amounts required to be paid by law and genuine redundancy payments). Further information on potential termination benefits is set out in section 8.5 below.

Given the maximum notice period for each Executive Director is 6 months', any payments in lieu of notice are not expected to exceed the statutory cap. Further, due to the uncertainty around the timing of any termination of employment, and the share price as at that date, it is currently not possible to estimate the potential value of the Options, if any, which may be subject to accelerated vesting on termination of the Director's engagement. The Company is seeking Shareholder approval to enable it to fulfil its contractual obligations to each Director in the event that the aggregate value of these benefits which an individual Director may receive under or in connection with their cessation of employment exceeds the statutory cap.

8.5

Possible Termination Benefits to Directors

The table below describes the potential termination benefits that may be given to each Director in addition to those excluded by the statutory cap outlined above, the manner in which the amount or value of the potential termination benefits to such Director are to be calculated and any matter, event or circumstance that will, or is likely to, affect the calculation of that benefit, as detailed for each benefit below.

Relevant Directors	Source of Benefit	Description of potential benefit / treatment on cessation	What will affect value / amount of benefits
Executive Directors only	Payments in lieu of notice under individual executive contractual agreements	Executive Directors are entitled to receive a maximum of 12 weeks notice of termination under their executive contractual agreements. The Company is entitled to receive 6 months' notice of termination from each Director under their executive contractual agreements. In either case, the Company may elect to pay the Executive Director in lieu of notice.	The amount of any payment can only be determined once notice of termination is given. Accordingly, the amount of any termination payment cannot be ascertained as at the date of this Notice of Meeting. However, in all cases the termination payments will not exceed the payments described in this table. Key matters, events or circumstances which will, or are likely to affect the calculation of the termination payment include: <ul style="list-style-type: none"> the individual Executive Director's gross annual salary at the time of their termination which will be set on an annual basis following their remuneration review; and where notice of termination is given by an individual Executive Director, the length of any period of notice they are required to work by the Company for which payment is being made. The total gross annual salary for each Executive Director is disclosed in the Remuneration Report.
All Directors	Options issued under individual executive contractual agreements	Each Director has been issued Options which only vest upon the satisfaction of certain time-based milestones, subject to the relevant Director continuing to be a Director of the Company at the time such Options vest. The number of Options issued to each Director (and associated vesting conditions) are set out in section 9.2 of the Replacement Prospectus. The terms and conditions of the Options state that, if the relevant Director ceases to be a Director (other than by way of resignation), the Director will be entitled to the vesting of any Options that were due to vest within 3 months of the date of cessation despite the fact that the vesting date may not have been reached.	The value of the benefit of the accelerated vesting of the Options (if any) cannot be ascertained as at the date of the Notice of Meeting. The value of any benefit will depend on: <ul style="list-style-type: none"> the date on which the Director ceases to hold office and the extent to which any Options are due to vest within 3 months of that date; and the market price of shares at the time such Options vest. Key matters, events or circumstances which will, or are likely to affect the calculation of the value of any accelerated vesting of Options include: <ul style="list-style-type: none"> the financial performance of the Company; the length of time that the Director has been a Director of the Company; and the circumstances in which the Director ceases to be a Director of the Company.

8.6

Appointment of a Proxy for Resolutions 7 to 11

If you appoint the Chairman of the Meeting as your proxy (or the Chairman of the Meeting becomes your proxy by default) and you do not mark any of the boxes opposite Resolutions 7, 8, 9, 10 or 11 on the proxy appointment, you will automatically be:

- 8.7
- (a) directing the Chairman of the Meeting to vote in favour of each of Resolutions 7 to 11, and the Chairman will vote accordingly; and
 - (b) expressly authorising the Chairman to exercise your proxy even though Resolutions 7 to 11 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company. If you do not want the Chairman to cast your votes in favour of any of Resolutions 7 to 11, you should complete the appropriate box on the proxy appointment, directing your proxy to vote against or abstain from voting on the proposed Resolutions 7 to 11.

If you appoint a member of the Key Management Personnel (other than the Chairman of the Meeting), a Closely Related Party of a Key Management Personnel, or the Director to which each Resolution relates as your proxy and do not direct them how to vote on Resolutions 7 to 11 by marking the appropriate box, your proxy will not be able to vote on your behalf on the Resolutions.

8.7 Board Recommendation

In respect of each of Resolutions 7 to 11, each Director (other than the Director to which the relevant Resolution relates) recommends that you vote in favour of that Resolution.

9. RESOLUTION 12 – APPROVAL OF 10% PLACEMENT CAPACITY

9.1 General

ASX Listing Rule 7.1A provides that an eligible entity may seek shareholder approval at its annual general meeting to allow it to issue equity securities (which term has the meaning given to it in the ASX Listing Rules) to up to 10% of its issued capital over a period up to 12 months after its annual general meeting (**10% Placement Capacity**). The 10% Placement Capacity is in addition to the capacity to issue securities under ASX Listing Rule 7.1 without shareholder approval.

If Shareholders approve this Resolution, the number of equity securities LiveHire may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to section 9.2 below). This Resolution is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the meeting (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative) must be in favour of this Resolution for it to be passed.

9.2 ASX Listing Rule 7.1A

The ASX Listing Rules provide that an entity that satisfies both of the following tests may seek shareholder approval under ASX Listing Rule 7.1A:

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

LiveHire is not included in the S&P/ASX 300 Index and has a market capitalisation, as at 18 October 2016, of approximately \$42 million.

Any equity securities issued in reliance of ASX Listing Rule 7.1A must be in the same class as an existing class of quoted equity securities. LiveHire currently has one class of equity securities on issue which are quoted, being the Shares.

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of equity securities calculated in accordance with the following formula:

(A x D) – E

Where:

A is the number of Shares on issue 12 months before the date of issue or agreement:

- (1) plus the number of Shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2;
- (2) plus the number of partly paid shares that became fully paid in the previous 12 months;
- (3) plus the number of Shares issued in the previous 12 months with the approval of shareholders under ASX Listing Rules 7.1 and 7.4; and
- (4) less the number of Shares cancelled in the previous 12 months.

D is 10%.

E is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of holders of Shares under ASX Listing Rule 7.1 or 7.4.

9.3 Information required by ASX Listing Rule 7.1A

ASX Listing Rule 7.3A requires the following information to be provided in relation to a resolution under ASX Listing Rule 7.1A:

9.3.1 Minimum Price

The minimum price at which the equity securities may be issued is 75% of the VWAP of equity securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- the date on which the price at which the equity securities are to be issued is agreed; or
- if the equity securities are not issued within 5 ASX trading days of the date in paragraph (a) above, the date on which the equity securities are issued.

9.3.2 10% placement period

The equity securities may be issued under the 10% Placement Capacity commencing on the date of the Annual General Meeting and expiring on the first to occur of:

- 12 months after the date of the Annual General Meeting; or
- the date of approval by Shareholders of any transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of the Company's activities) or ASX Listing Rule 11.2 (disposal of the Company's main undertaking).

9.3.3 Risk of voting dilution

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

If this Resolution is approved by Shareholders and the Company issues the maximum number of equity securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below, in the circumstances set out in the table below. The table below shows the dilution of existing shareholders on the basis of the closing price of the Shares on the ASX on 18 October 2016 (**Closing Price**) and the number of Shares for variable A, calculated in accordance with the formula outlined in ASX Listing Rule 7.1A.2, on the date of this notice.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) has increased by 50% and by 100% and the economic dilution where the issue price of Shares issued under the 10% Placement Capacity is 50% less than the Closing Price and 100% greater than the Closing Price.

Variable A in ASX Listing Rule 7.1A.2		Dilution		
		0.105	0.210	0.420
		50% decrease in Issue Price	Issue Price	100% increase in Issue Price
Current Variable A= 202,992,077	10% voting dilution (Shares to be issued under 7.1A)	20,299,208	20,299,208	20,299,208
	Funds raised	\$2,131,416.840	\$4,262,833.680	\$8,525,667.360
50% increase in Current Variable A= 304,488,116	10% voting dilution (Shares to be issued under 7.1A)	30,448,812	30,448,812	30,448,812
	Funds raised	\$3,197,125.260	\$6,394,250.520	\$12,788,501.040
100% increase in Current Variable A= 405,984,154	10% voting dilution (Shares to be issued under 7.1A)	40598416	40,598,416	40,598,416
	Funds raised	\$4,262,833.680	\$8,525,667.360	\$17,051,334.720

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

The table above has been prepared on the basis of the following assumptions:

- the Issue Price set out in the table is the closing price of the Shares on the ASX on 18 October 2016;
- the Company issues the maximum possible number of equity securities under the 10% Placement Capacity;

- (c) no rights convertible into Shares are exercised;
- (d) the Company has not issued any equity securities in the 12 months prior to the date of the Annual General Meeting that were not issued under an exception in ASX Listing Rule 7.2 or which were not approved under ASX Listing Rule 7.1 or 7.4 and that Resolution 4 of this Notice is approved by Shareholders;
- (e) this table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1; and
- (f) the issue of equity securities under the 10% placement facility consists only of Shares.

Shareholders should note that there is a risk that:

- (a) the market price for the Shares may be significantly lower on the issue date than on the date of the Annual General Meeting; and
- (b) the equity securities issued under the 10% Placement Capacity may be issued at a price that is at a discount to the market price for the Shares on the date of issue or the equity securities may be issued as part of the consideration for the acquisition of an asset,

which may affect the amount of funds raised by the issue.

Shareholders should also note that the calculations in the table do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.

9.3.4 Purpose of Issue under 10% Placement Capacity

The Company may issue equity securities under the 10% Placement Capacity for the following purposes:

- (a) as cash consideration in which case the Company intends to use funds raised for either or both of working capital purposes or to fund growth opportunities; or
- (b) as non-cash consideration for the acquisition of new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3.

9.3.5 Allocation under the 10% Placement Capacity

The allottees of the equity securities to be issued under the 10% Placement Capacity will depend on prevailing market conditions and will be determined on a case by case basis. However, the allottees of equity securities could consist of current Shareholders, new investors or both. Allottees may also include vendors of assets into the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (a) the purpose of the issue;
- (b) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing shareholders may participate;
- (c) the effect of the issue of the equity securities on the control of the Company;
- (d) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (e) prevailing market conditions; and
- (f) advice from corporate, financial and broking advisers (if applicable).

9.4 Previous Approval under ASX Listing Rule 7.1A

As this is the Company's first annual general meeting, the Company has not previously obtained approval under ASX Listing Rule 7.1A.

9.5 Voting exclusion statement

A voting exclusion statement is included in the notice. As at the date of the notice, LiveHire has not approached any existing Shareholder, security holder or an identifiable class of existing security holders to participate in the issue of any equity securities under ASX Listing Rule 7.1A. Therefore, no existing Shareholder's votes will be excluded under the voting exclusion in the notice.

9.6 Board Recommendation

The Board recommends that you vote in favour of this Resolution.

Glossary

\$ means Australian dollars.

10% Placement Capacity has the meaning ascribed to it in section 9.1 of the Explanatory Memorandum.

AEDT means Australian Eastern Daylight Time as observed in Melbourne, Victoria, Australia.

Annual General Meeting or **Meeting** means the meeting convened by the Notice.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

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

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001 (Cth)*.

Company or **LiveHire** means LiveHire Ltd ACN 153 266 605.

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Executive Director means each of Messrs Antonluigi Gozzi, Michael Haywood and Patrick Grant Galvin, or any one of them, as the context requires.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice of Meeting.

Key Management Personnel has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Non-Executive Director means each of Messrs Geoff Morgan and Adam Zorzi, or any one of them, as the context requires.

Notice or **Notice of Meeting** or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Memorandum and the Proxy Form.

Options means an option to subscribe for Shares in the capital of the Company.

Proxy Form means the proxy form accompanying the Notice.

Remuneration Report means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 30 June 2016.

Replacement Prospectus means the replacement prospectus of the Company dated with ASX on 20 May 2016.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

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

Shareholder means a holder of a Share.

VWAP means volume weighted average price.

Annexure A – NOTICE OF NOMINATION OF AUDITOR

5 October 2016

The Directors
LiveHire Limited
Level 13, 114 William St
Melbourne VIC 3000

Dear Sirs

Nomination of Company Auditor

Pursuant to section 328B(1) of the Corporations Act 2001 (Cth), I, Antonluigi Gozzi on behalf of myself as trustee for the Voyager Trust, being a member of LiveHire Limited ACN 153 266 605 (**Company**):

- a) hereby nominate BDO Audit (WA) Pty Ltd of 38 Station Street, Subiaco, WA 6008 for appointment as auditor of the Company at the next annual general meeting of the Company to be held on or about 23 November 2016; and
- b) propose that the Directors of the Company be authorised to agree their remuneration.

Please distribute copies of this notice in accordance with section 328B(3) of the Corporations Act 2001 (Cth).

Yours sincerely



Antonluigi Gozzi
Trustee for the Voyager Trust

For personal use only

Annexure B – SUMMARY OF EMPLOYEE INCENTIVE PLAN

The Company has adopted an employee incentive plan to reward, retain and attract certain employees, consultants and directors of the Company.

(a) Participation

Carefully designed, performance linked, equity plans are widely considered to be effective in providing long term incentives to staff. They are also used to attract and retain staff by providing them with the opportunity to participate in the creation of a valuable personal asset – a financial stake in the Company.

As part of the Company's strategy, the Board wishes to be in a position to grant Employee Incentives under the Employee Incentive Plan to employees to achieve the objectives outlined above.

The Board is aware of general Shareholder concern that long-term equity based rewards for staff should be linked to achievements by the Company. Employee Incentives granted under the Employee Incentive Plan to eligible participants may be subject to exercise conditions or performance criteria for each participating employee as determined by the Board from time to time.

Pursuant to the Employee Incentive Plan, the Company may offer Plan Shares, Employee Options or Performance Rights on the terms and conditions summarised below.

(i) Eligibility

Any employee, consultant or Director of the Company may be declared by the Board, in its sole and absolute discretion, to be eligible to participate in the Employee Incentive Plan (**Eligible Participant**).

(ii) Offer

The Board may from time to time in its absolute discretion make a written offer to Eligible Participants to apply for or be issued a specific number of Employee Incentives, upon the terms set out in the Employee Incentive Plan and upon such additional terms and conditions as the Board determines.

(iii) Consideration

Unless the Board otherwise determines, an Eligible Participant will not be required to make any payment in consideration for the grant of an Employee Incentive under the Employee Incentive Plan.

(iv) Maximum allocation

The Employee Incentive Plan provides a limit on the number of Employee Incentives that can be issued under the plan such that an issue of an Employee Incentive must not result in the number of Plan Shares, Employee Options or Performance Rights, in aggregate, in the previous three years exceeding 10% of the total number of Shares on issue.

(v) Employee Loans

The Employee Incentive Plan also provides that the Board may, in its discretion, elect to provide an Eligible Participant with a limited recourse, interest free loan for an amount equal to the issue price of any Plan Share. The terms of the employee loans are equivalent to those described in Section 8.1(e) of the Replacement Prospectus.

(b) Terms of Plan Shares

The rights attaching to the Plan Shares are the same as the Shares as summarised in Section 9.1 of the Replacement Prospectus.

(c) Terms of Employee Options

The rights attaching to the Employee Options issued pursuant to the Employee Incentive Plan are the same as the Options as summarised in Section 9.2 of the Replacement Prospectus, other than the automatic vesting of Options held by the Directors. However, the Employee Options may be subject to such other exercise criteria or conditions as the Board may determine from time to time.

(d) Terms of Performance Rights

At the date of this Prospectus, there are no Performance Rights on issue under the Company's Employee Incentive Plan. The terms of the Performance Rights are summarised below.

(i) Performance Condition and Performance Period

Each Performance Right entitles an Eligible Participant to be automatically issued one Share upon the satisfaction of the Performance Criteria.

The Performance Rights will be subject to performance criteria (**Performance Criteria**) which must be satisfied during the period specified by the Board of the Company (**Performance Period**).

(ii) Notice of Performance Criteria

At the end of the Performance Period the Board will determine and notify the Eligible Participant if a Performance Criteria has been satisfied.

(iii) *Lapse of Performance Rights*

Unless otherwise determined by the Board, the Performance Rights automatically lapse if:

- (A) the Eligible Participant ceases employment or hold office with the Company;
- (B) a Performance Criteria has not been satisfied within the Performance Period;
- (C) if the Board determines in its reasonable opinion that the Performance Criteria have not been met and cannot be met prior within the Performance Period;
- (D) where the Board has determined that the Eligible Participant has, by any act or omission, brought the Company into disrepute;
- (E) the receipt by the Company of notice from the Eligible Participant that the Eligible Participant has elected to surrender the Performance Right; or
- (F) any other circumstances specified in the offer made to the Eligible Participant pursuant to which the Performance Rights were issued.

(iv) *Shares issued on satisfaction of Performance Criteria*

Shares issued upon satisfaction of a Performance Criteria rank equally with the then Shares of the Company, be issued free of all encumbrances, liens and third party interests and the Company will apply to ASX for quotation of the Shares.

(v) *Participation in new issues, voting rights and dividends*

There are no participation rights or entitlements inherent in the Performance Rights and Eligible Participants will not be entitled to vote, receive any dividends or participate in new issues of capital offered to Shareholders during the currency of the Performance Rights unless and until the Performance Criteria has been satisfied and the Eligible Participant is issued Shares.

(vi) *Adjustment for bonus issues of Shares*

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the number of Shares which must be issued on satisfaction of the Performance Criteria will be increased by the number of Shares which the Eligible Participant would have received if the Performance Criteria had been satisfied immediately before the record date for the bonus issue.

(vii) *Adjustment for rights issue*

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment), an Eligible Participant shall not be entitled to participate in the rights issue in respect of any Performance Rights, unless the Performance Criteria for the Performance Rights has been satisfied. The number of Shares issued upon satisfaction of the Performance Criteria will be increased by the number of Shares which the Eligible Participant would have received if the Performance Criteria had been satisfied immediately before the record date for the rights issue.

(viii) *Adjustments for reorganisation*

If there is any reorganisation of the issued share capital of the Company, the rights of the Eligible Participant of Performance Rights will be varied to comply with the ASX Listing Rules which apply to the reorganisation at the time of the reorganisation.

(ix) *Takeovers and reconstructions*

The Board of the Company must give the Eligible Participant notice (**Notice**) of:

- (A) any takeover bid or other offer to acquire all of the Shares of the Company; or
- (B) under Part 5.1 of the Corporations Act, a Court sanctions a compromise or arrangement proposed for the purpose of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with any other company or companies which, if implemented, would result in a change in the control of the Company.

An Eligible Participant is entitled upon receiving a notice to make a request to the Board of the Company to determine that all existing Performance Rights vest immediately and Shares in respect of all such Performance Rights be issued to the Eligible Participant, in which case:

- (A) the Board of the Company must process such a request as soon as possible with reference to the Performance Criteria relating to those Performance Rights; and
- (B) the Board of the Company may determine at its discretion the number (if any) of Performance Rights which shall vest and must provide that number of Shares to the Eligible Participant.

(x) *Non-Transferable and No Quotation*

The Performance Rights are non-transferable and are unquoted securities.

ANNEXURE C – SUMMARY OF OPTION TERMS (RESOLUTION 4)

The material terms and conditions of the Options the subject of Resolution 4 are as follows:

- (a) Subject to paragraph (t) of these terms, the exercise price of each Option is \$0.15 per Option (**Exercise Price**).
- (b) Subject to the satisfaction of the applicable Vesting Conditions, the Options may be exercised any time up to 19 July 2019 (**Expiry Date**).
- (c) The relevant number of Options will vest upon the Vesting Criteria and Revenue Hurdle being satisfied within the applicable Timing (each defined below):
- I. 500,000 Options vested on 19 July 2016;
 - II. 250,000 Options to vest on the date that the aggregate number of Qualifying Customers exceeds 50,000;
 - III. 250,000 Options to vest on the date that the aggregate number of Qualifying Customers exceeds 100,000;
 - IV. 500,000 Options to vest on the date that the aggregate number of Qualifying Customers exceeds 200,000;
 - V. 500,000 Options to vest on the date that the aggregate number of Qualifying Customers exceeds 300,000; and
 - VI. 500,000 Options to vest on the date that the aggregate number of Qualifying Customers exceeds 400,000, (each a **Vesting Criteria**).
- In these terms:
- I. **Qualifying Customers** means the Talent Community Connection has joined the Talent Community of a customer of the Company which customer has been introduced to the Company by and the MD has approved as 'the Employee's Customer', and which has established a Talent Community on the Company's 'LiveHire' platform, as managed by the Option Holder;
 - II. **Revenue Hurdle** means the Company has received hosting fee revenue from a Qualifying Customer with respect to that Talent Community Connection at the full commercial hosting rates as defined in the client contract agreed by LiveHire, for a period of 3 or more continuous months;
 - III. **Timing** means the Revenue Hurdle has been met on or prior to 14 October 2018.
- (d) Subject to board approval, the Option holder may not exercise Options with an aggregate face value exceeding \$400,000 during any financial year.
- (e) The Options will not be quoted on the ASX.
- (f) Subject to compliance with the Corporations Act, the Options are transferrable to a related party approved by the Company in its sole discretion.
- (g) The Options will expire on the Expiry Date, unless exercised by the Option Holder prior to that date.
- (h) Subject to (i), (j) and (k) of these terms, the Options may be exercised by the Option Holder after the date the relevant Vesting Criteria (if any) are satisfied to the Expiry Date (inclusive).
- (i) If the Option Holder's employment is terminated by the Company for any reason other than serious misconduct, breach of the Option Holder's Contract or the Option Holder becoming bankrupt or insolvent, the Option Holder may exercise any Options that vest within 3 months of the termination date despite the fact that vesting has not occurred prior to termination of the Option Holder's employment. Once vested the Option Holder can exercise those options between the 3 months and the 120 days as specified in (k). For the avoidance of doubt, this clause does not apply if the Option Holder's employment is terminated by the Option Holder for any reason under the employment agreement.
- (j) The Options automatically vest and may be exercised by the Option Holder at any time after a Change in Control occurs. For the purposes of these Terms, a '**Change in Control**' means:
- I. the Company entering into a scheme of arrangement with its creditors or members or any class thereof pursuant to section 411 of the Corporations Act;
 - II. any person acquires more than 50% of the Shares in the Company pursuant to a takeover bid conducted in accordance with Chapter 6 of the Corporations Act; or
 - III. where a person or group of associated persons acquire a relevant interest (as that term is defined in the Corporations Act) in sufficient Shares to give it or them the ability (**Relevant Ability**), in general meeting, to replace all or a majority of the board of the Company in circumstances where the Relevant Ability was not held by that person or group of associated persons as at the date of this Contract;
- (k) The Options which have vested may only be exercised while the Option Holder are employed by or on behalf of the Company or within 120 days of ceasing such employment.
- (l) Subject to the foregoing, the Options which have vested can be exercised by the Option Holder in whole or in part.

- For personal use only
- (m) The Options are exercisable by notice in writing to the Company together with a payment of the Exercise Price of the Options.
 - (n) Any notice of exercise of an Option received by the Company will be deemed to be a notice of the exercise of the Option on the first Business Day after the date of receipt of the notice.
 - (o) Subject to paragraph (t) and (u) of these terms, each Option is exercisable into one Share in the Company which will rank pari passu with existing Shares.
 - (p) The Company will make an application to the ASX for the quotation of Shares issued on exercise of Options.
 - (q) Within 5 Business Days after the later of the following:
 - a. receipt of a notice of exercise given in accordance with these terms and conditions and payment of the exercise price for each Option being exercised by the Company if the Company is not in possession of excluded information (as defined in section 708A(7) of the Corporations Act); and
 - b. the date the Company ceases to be in possession of excluded information in respect to the Company (if any) following the receipt of the notice of exercise and payment of the exercise price for each Option being exercised by the Company,the Company will:
 - c. allot and issue the Shares pursuant to the exercise of the Options;
 - d. give ASX a notice that complies with section 708A(5)(e) of the Corporations Act or lodge a prospectus with ASIC that qualifies the Shares for resale under section 708A(11) of the Corporations Act; and
 - e. apply for official quotation on ASX of Shares issued pursuant to the exercise of the Incentive Options.
 - (r) The Option Holder will be permitted to participate in any pro-rata issue of securities of the Company on prior exercise of the Options, in which case the Option Holder will be afforded the period of at least 7 Business Days prior to and inclusive of the record date to determine entitlements to the issue to exercise the Options.
 - (s) The Options do not confer on the holder any right to participate in dividends until Shares are allotted pursuant to the exercise of the Options.
 - (t) In the event of a reorganisation of the issued capital of the Company, the Options will be reorganised in accordance with the ASX Listing Rules (if applicable) and in any case in a manner which will not result in any benefits being conferred on the Option Holder which are not conferred on Shareholders of the Company and for such purpose the Company may vary the number, exercise price or other terms of the Options in such manner as may be necessary to comply with the ASX Listing Rules.
 - (u) The number of Shares to be issued pursuant to the exercise of Options will be adjusted for bonus issues made prior to exercise of the Options so that, upon exercise of the Options, the number of Shares received by the Option Holder will include the number of bonus Shares that would have been issued if the Options had been exercised prior to the record date for the bonus issues. The exercise price of the Options will not change as a result of any such bonus issues.
 - (v) Shares issued pursuant to the exercise of the Options will be granted following the receipt of all relevant documentation and payments.
 - (w) In the event of the Option Holder dying whilst an employee of the Company but prior to the expiry of the Options which have vested, the right of the Option Holder to exercise the Options will vest in his executor and/or administrator and they will have the same rights to exercise the Options as such deceased holder would have had during the option period but for his death.

ANNEXURE D – SUMMARY OF OPTION TERMS (RESOLUTION 5)

The material terms and conditions of the Options the subject of Resolution 5 are as follows:

- (a) Subject to paragraph (s) of these terms, the exercise price of each Option is \$0.188446 per Option (**Exercise Price**).
- (b) Subject to the satisfaction of the applicable Vesting Conditions, the Options may be exercised any time up to 14 October 2020 (**Expiry Date**).
- (c) In respect of each Employee, the relevant number of Options will vest upon the applicable Vesting Criteria and Revenue Hurdle being satisfied within the applicable Timing (each defined below):

Employee title	Chief Technology Officer	Head of Talent Solutions sales	Head of RPO Solutions
No. of Options issued	1,000,000	1,000,000	1,000,000
Vesting Criteria	Subject to no notice of termination being given as at each vesting date, the Options vest as follows: a) 500,000 on 30 June 2017; and b) 500,000 on 30 June 2018.	Subject to no notice of termination being given as at each vesting date, the Options vest as follows: a) 500,000 on the date that the aggregate number of Qualifying Talent Community Connections exceeds 100,000; b) 500,000 on the date that the aggregate number of Qualifying Talent Community Connections exceeds 200,000.	Subject to no notice of termination being given as at each vesting date, the Options vest as follows: a) 500,000 on the date that the aggregate number of Qualifying Talent Community Connections exceeds 100,000; b) 500,000 on the date that the aggregate number of Qualifying Talent Community Connections exceeds 200,000.
Definition of 'Qualifying Customers'	N/A	A Qualifying Customer is where the Talent Community Connection has joined the Talent Community of a Recruitment customer introduced to the Company by the Employee (or the Talent Community of a customer which Talent Community is managed by a RPO customer introduced by the Employee), and the Managing Director has approved as 'the Employee's Customer', and which has established a Talent Community on the Company's 'LiveHire' platform.	A Qualifying Customer is where the Talent Community Connection has joined the Talent Community of a Recruitment customer introduced to the Company by the Employee before or after commencement of employment in either NSW or ACT (the Territory), and the Managing Director has approved as 'the Employee's Customer', and which has established a Talent Community on the Company's 'LiveHire' platform as managed by the Employee.
Revenue Hurdle	N/A	The Company has received hosting fee revenue from a Qualifying Customer (as that term is defined for the relevant Employee) with respect to that Talent Community Connection at the full commercial hosting rates as defined in the client contract agreed by LiveHire, for a period of 3 or more continuous months.	The Company has received hosting fee revenue from a Qualifying Customer (as that term is defined for the relevant Employee) with respect to that Talent Community Connection at the full commercial hosting rates as defined in the client contract agreed by LiveHire, for a period of 3 or more continuous months.
Timing	N/A	On or before 14 October 2018	On or before 14 October 2018

- (d) The Options will not be quoted on the ASX.
- (e) Subject to compliance with the Corporations Act, the Options are transferrable to a related party approved by the Company in its sole discretion.
- (f) The Options will expire on the Expiry Date, unless exercised prior to that date.
- (g) Subject to paragraphs (i) to (k) below, the Options may be exercised after the date the relevant Vesting Criteria (if any) are satisfied up to the Expiry Date (inclusive).

- (h) Any Options which are not yet vested or otherwise exercisable in accordance with these terms will be cancelled on termination of the Employee's employment.
- (i) The Options automatically vest and may be exercised at any time after a Change in Control occurs. For the purposes of these terms, a 'Change in Control' means:
- I. the Company entering into a scheme of arrangement with its creditors or members or any class thereof pursuant to section 411 of the Corporations Act;
 - II. any person acquires more than 50% of the Shares in the Company pursuant to a takeover bid conducted in accordance with Chapter 6 of the Corporations Act; or
 - III. where a person or group of associated persons acquire a relevant interest (as that term is defined in the Corporations Act) in sufficient Shares to give it or them the ability (**Relevant Ability**), in general meeting, to replace all or a majority of the board of the Company in circumstances where the Relevant Ability was not held by that person or group of associated persons as at the date of commencement of employment.
- (j) The Options which have vested may only be exercised whilst the Employee is employed by, or on behalf of, the Company or within 120 days of ceasing such employment.
- (k) Subject to the foregoing, the Options which have vested can be exercised in whole or in part.
- (l) The Options are exercisable by notice in writing to the Company together with a payment of the Exercise Price of the Options.
- (m) Any notice of exercise of an Option received by the Company will be deemed to be a notice of the exercise of the Option on the first Business Day after the date of receipt of the notice.
- (n) Subject to paragraphs (s) and (t) of these terms, each Option is exercisable into one Share in the Company which will rank pari passu with existing Shares.
- (o) The Company will make an application to the ASX for the quotation of Shares issued on exercise of Options.
- (p) Within 5 Business Days after the later of the following:
- I. receipt of a notice of exercise given in accordance with these terms and conditions and payment of the exercise price for each Option being exercised by the Company if the Company is not in possession of excluded information (as defined in section 708A(7) of the Corporations Act); and
 - II. the date the Company ceases to be in possession of excluded information in respect to the Company (if any) following the receipt of the notice of exercise and payment of the exercise price for each Option being exercised by the Company,
- the Company will:
- III. allot and issue the Shares pursuant to the exercise of the Options;
 - IV. give ASX a notice that complies with section 708A(5)(e) of the Corporations Act or lodge a prospectus with ASIC that qualifies the Shares for resale under section 708A(11) of the Corporations Act; and
 - V. apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.
- (q) The Employee will be permitted to participate in any pro-rata issue of securities of the Company on prior exercise of the Options, in which case the Employee will be afforded the period of at least 7 Business Days prior to and inclusive of the record date to determine entitlements to the issue to exercise the Options.
- (r) The Options do not confer on the holder any right to participate in dividends until Shares are allotted pursuant to the exercise of the Options.
- (s) In the event of a reorganisation of the issued capital of the Company, the Options will be reorganised in accordance with the Official Listing Rules of ASX Limited (**Listing Rules**) (if applicable) and in any case in a manner which will not result in any benefits being conferred on the Employee which are not conferred on Shareholders of the Company and for such purpose the Company may vary the number, exercise price or other terms of the Options in such manner as may be necessary to comply with the Listing Rules.
- (t) The number of Shares to be issued pursuant to the exercise of Options will be adjusted for bonus issues made prior to exercise of the Options so that, upon exercise of the Options, the number of Shares received by the Employee will include the number of bonus Shares that would have been issued if the Options had been exercised prior to the record date for the bonus issues. The exercise price of the Options will not change as a result of any such bonus issues.
- (u) Shares issued pursuant to the exercise of the Options will be granted following the receipt of all relevant documentation and payments.
- (v) In the event of the Employee dying whilst an employee of the Company but prior to the expiry of the Options which have vested, the right of the Employee to exercise the Options will vest in his executor and/or administrator and they will have the same rights to exercise the Options as such deceased holder would have had during the option period but for his death.