



LINIUS TECHNOLOGIES LIMITED

ACN 149 796 332

Notice of General Meeting and Explanatory Statement

Notice is given that a General Meeting of
Linus Technologies Limited ACN 149 796 332
will be held at

The Claremont Suite, The Como Melbourne M Gallery by Sofitel
630 Chapel Street, South Yarra, Victoria
on 7 June 2019
commencing at 11.00am AEST

For personal use only

NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of the Shareholders of Linus Technologies Limited ACN 149 796 332 (**Company**) will be held at The Claremont Suite, The Como Melbourne M Gallery by Sofitel, 630 Chapel Street, South Yarra, Victoria on 7 June 2019 commencing at 11.00am AEST.

AGENDA

The Explanatory Statement which accompanies and forms part of this Notice of Meeting describes the various Resolutions to be considered at the Meeting.

Terms and expressions used in this Notice of Meeting have the meaning given to them in the "Definitions" section located at the end of the Explanatory Statement.

1. Ratification of prior issue of Shares – April 2019 placement

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 and approve the prior issue by the Company under Listing Rule 7.1A of 71,428,572 Shares on the terms and conditions and in the manner detailed in the Explanatory Statement."

Voting Exclusion:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person (or any associates of that person) who participated in the issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed

However, the Company need not disregard a vote on this Resolution if:

- 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
- 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.

2. Approval for the issue of Shares to Gerard Bongiorno – April 2019 placement

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 10.11 and for all other purposes, Shareholders approve the issue by the Company of up to 9,523,810 Shares to Gerard Bongiorno (or his nominees) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Gerard Bongiorno and any of his nominees or any of their associates.

However, the Company need not disregard a vote on this Resolution:

- 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
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

3. Approval for the issue of Shares to Christopher Richardson – April 2019 placement

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 10.11 and for all other purposes, Shareholders approve the issue by the Company of up to 9,523,810 Shares to Christopher Richardson (or his nominees) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Christopher Richardson and any of his nominees or any of their associates.

However, the Company need not disregard a vote on this Resolution:

- 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
- 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.

4. Approval for the issue of Shares to Stephen McGovern– April 2019 placement

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 10.11 and for all other purposes, Shareholders approve the issue by the Company of up to 9,523,810 Shares to Stephen McGovern (or his nominees) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Stephen McGovern and any of his nominees or any of their associates.

However, the Company need not disregard a vote on this Resolution:

- 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
- 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.

5. Approval for the issue of New 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 Listing Rules 7.1 and 6.23.4, and for all other purposes, Shareholders approve the issue by the Company of 61,260,000 New Options to the parties and on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue or an associate of that person (except a benefit solely by reason of being a holder of ordinary securities in the Company).

However, the Company need not disregard a vote on this Resolution:

- 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
- 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.

6. Approval for the issue of New Options to Gerard Bongiorno

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 10.11 and 6.23.4, and for all other purposes, Shareholders approve the issue by the Company of 2,500,000 New Options to Gerard Bongiorno (or his nominees) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion:

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Gerard Bongiorno and any of his nominees or any of their associates.

However, the Company need not disregard a vote on this Resolution:

- 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
- 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.

OTHER BUSINESS

To consider any other business that may be lawfully brought forward.

BY ORDER OF THE BOARD



Stephen Kerr
Company Secretary
7 May 2019

Information regarding voting and proxies

Snapshot Date – Eligibility to Vote

For the purposes of voting at the Meeting, the Directors have determined that the shareholding of each Shareholder will be as it appears in the share register at 7.00 pm AEST on 5 June 2019. Accordingly, transactions registered after that time will be disregarded in determining entitlement to vote at the Meeting.

Important voting information

The Company encourages all Shareholders who submit proxies to direct their proxy how to vote on the Resolutions.

The Chair of the Meeting intends to vote all undirected proxies in favour of each Resolution.

Proxies

A Shareholder entitled to attend and vote at the General Meeting is entitled to appoint a proxy. The proxy may be an individual or a body corporate. A proxy need not be a Shareholder.

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 a Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes (disregarding fractions).

Proxy forms must be signed by the Shareholder or the Shareholder's attorney or, if the Shareholder is a company, must be signed by 2 directors or by a director and a secretary or, if it is a proprietary company that has a sole director who is also the sole secretary (or has no secretary), by that director, or under hand of its attorney or duly authorised officer. If the proxy form is signed by a person who is not the registered holder of the shares (e.g. an attorney), then the relevant authority (e.g. in the case of proxy forms signed by the attorney, the power of attorney or a certified copy of the power of attorney) must either have been exhibited previously to the Company or be enclosed with the proxy form.

For an appointment of a proxy to be valid, the form appointing the proxy and, if the form is signed under a power of attorney or other authority, the authority under which the form is signed (or a certified copy of the authority) must be received at the following addresses at least 48 hours prior to the General Meeting at which the proxy intends to vote:

- a) **Hand Delivery** – Linus Technologies Limited, Suite 13, Level 3, 299 Toorak Road, South Yarra Vic 3000
- b) **Post** - Linus Technologies Limited, Suite 13, Level 3, 299 Toorak Road, South Yarra Vic 3000
- c) **Email** – info@linus.com

A proxy form accompanies this Notice of General Meeting. Additional proxy forms are available on request from the registered office of the Company or its share registry. The proxy form contains important information and other instructions which Shareholders should carefully read.

Corporate Representatives

A Shareholder which is a body corporate and which is entitled to attend and vote at a meeting of Shareholders may appoint an individual as a representative to exercise all or any of the powers the body corporate may exercise at meetings of Shareholders or in the capacity of a Shareholder's proxy. The appointment may be a standing one. Unless otherwise specified in the appointment, the representative may exercise, on the body corporate's behalf, all of the powers that the body could exercise at a meeting or in voting on a resolution. The representative must present satisfactory evidence that they are authorised to act as the company's representative prior to admission to the Meeting.

EXPLANATORY STATEMENT

PURPOSE OF INFORMATION

The purpose of this Explanatory Statement (which accompanies, and forms part of, the Notice of Meeting) is to provide Shareholders with an explanation of the business to be considered and Resolutions to be proposed at the General Meeting of Linus Technologies Limited ACN 149 796 332 to be held at 11.00am AEST on 7 June 2019 and to allow Shareholders to determine how they wish to vote on those Resolutions.

Terms and expressions used in this Explanatory Statement have the meaning given to them in the "Definitions" section located at the end of this Explanatory Statement.

Shareholders are encouraged to carefully read this Explanatory Statement and the Notice of Meeting in their entirety before deciding how to vote on each resolution. Shareholders should consult their financial or other adviser if they are undecided about what to do.

1. Ratification of prior issue of Shares – April 2019 placement (Resolution 1)

1.1 Background

On 8 April 2019, the Company announced to ASX that it had completed a placement to raise \$3,500,000 by the issue of 100,000,000 Shares issued to sophisticated and professional investors none of whom are related parties of the Company, except for the Directors, approval for the issue of securities to whom is sought under Resolutions 2, 3 and 4) (**Placement**).

The Company issued the Shares within the 10% annual limit set out in Listing Rule 7.1A (described below). By issuing those Shares under the Placement, the Company's capacity to issue further Equity Securities without Shareholder approval within that limit was accordingly reduced.

Resolution 1 seeks Shareholder approval for the prior issue of the Shares to the placees noted below. It is proposed as an ordinary resolution and will be passed if more than 50% of the votes cast by Shareholders entitled to vote are in favour of the Resolution. Shareholders' attention is drawn to the voting exclusion statement in relation to Resolution 1 in the Notice.

1.2 Listing Rules 7.1A and 7.4

Listing Rule 7.1A provides that certain eligible companies may seek shareholder approval at its annual general meeting (**AGM**) to issue up to a further 10% of its fully paid ordinary securities on issue at the start of the 12 month period commencing on the date of the AGM (**10% share issue capacity**). The Company is an eligible company and sought and received shareholder approval to the 10% share issue capacity at its AGM on 29 November 2018. The shareholder approval is valid until the earlier of 12 months from the date of the AGM (that is, until 29 November 2019) or, if the Company undertakes a significant transaction requiring shareholder approval under Listing Rule 11.1.2 or 11.2, the date the shareholders approve that transaction.

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

Accordingly, the Resolution seeks shareholder approval to allow the Company to substantially refresh its 10% share issue capacity.

1.3 Information required for Shareholder approval under Listing Rules

In accordance with Listing Rule 7.5, the following information is provided for Shareholders:

- (1) 71,428,572 Shares were issued under the Company's Listing Rule 7.1A (10%) capacity on 15 April 2019;
- (2) The Shares were issued at \$0.035 per Share.
- (3) The Shares rank equally with all other Shares on issue in the Company.
- (4) The placees were sophisticated and professional investors, including clients of the lead manager for the Placement, Blue Ocean Equities Pty Limited AFSL 412765, and existing shareholders of the Company.
- (5) The funds were raised for continuing operations along the Company's three-pronged strategy for achieving its vision of making all the world's video accessible as data, namely Linius Video Services, Partner expansion and direct sales, and general working capital purposes.

1.4 Recommendation

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

2. Approval for issue of Shares to Directors – April 2018 placement (Resolutions 2, 3 and 4)

2.1 Background

As announced to ASX on 8 April 2019, the Directors have agreed to subscribe for up to approximately \$1,000,000 worth of Shares (being approximately 28,571,430 Shares) in aggregate under the Placement, subject to the Company obtaining Shareholder approval for the issue of those Shares. Further details of the Placement are set out in Section 1 above.

Accordingly, the Company seeks Shareholder approval for the subscription of those Shares (**Director Capital Raising Shares**).

Listing Rule 10.11 provides that a company must not (subject to specified exceptions) issue or agree to issue equity securities to a related party without the approval of shareholders.

Resolutions 2, 3 and 4 seek Shareholder approval pursuant to Listing Rule 10.11 for the issue of the Director Capital Raising Shares to Gerard Bongiorno, Christopher Richardson and Stephen McGovern (and/or their nominees). If approval is given under Listing Rule 10.11, Shareholder approval is not required under Listing Rule 7.1.

Furthermore, Shareholder approval of the issue of the Director Capital Raising Shares means that these issues will not reduce the Company's 15% placement capacity under Listing Rule 7.1.

Resolutions 2, 3 and 4 are ordinary resolutions.

2.2 Information required for Shareholder approval under Listing Rules

In accordance with Listing Rule 10.13, the following information is provided for Shareholders:

- (1) Each of Mr Bongiorno, Mr Richardson and Mr McGovern are related parties of the Company by virtue of them being Directors.
- (2) The maximum number of Shares to be issued to them (and/or their nominees) is as follows:
 - Mr Bongiorno – 9,523,810 Shares
 - Mr Richardson – 9,523,810 Shares

- Mr McGovern – 9,523,810 Shares

- (3) The issue of the Director Capital Raising Shares will occur no later than one month after the date of the Meeting.
- (4) The Director Capital Raising Shares will be issued at an issue price of \$0.035 per Share, being the issue price under the Placement. The Shares will comprise fully paid ordinary shares of the Company ranking equally with all other fully paid ordinary shares of the Company.
- (5) A voting exclusion statement is included in the Notice.
- (6) The funds raised from the issue of the Director Capital Raising Shares, being approximately \$1,000,000, will be aggregated with and used for the same purpose as the funds raised from the Placement. See Section 1 above for further details.

3. Approval for the issue of New Options (Resolution 5)

3.1 Background

The Company has on issue 63,760,000 unlisted Options exercisable at \$0.075 each that expire on 30 May 2019 (**Expiring Options**). The Directors who are not holders of Expiring Options have resolved that, subject to Shareholder approval, an issue of New Options should be conducted to those persons who are registered as holders of the Expiring Options as at their expiry, for a subscription price of \$0.0001, exercisable at \$0.075 each by 29 November 2019 and otherwise on the terms and conditions detailed in the Schedule.

The current holders of the Expiring Options are professional and sophisticated investors who participated in security placements conducted by the Company in July and October 2017, including a Director, Mr Gerard Bongiorno, who participated in the October placement. The Company does not anticipate any of the Expiring Options to be exercised or transferred prior to their expiry.

3.2 Listing Rules 7.1, 6.23.3 and 6.23.4

Subject to a number of exceptions, in general terms, Listing Rule 7.1 limits the number of Equity Securities (for example, shares, options and convertible notes) that a listed company may issue or agree to issue without shareholder approval in any 12 month period to 15% of its issued ordinary shares (**15% share issue capacity**).

Listing Rule 6.23.3 provides that a change to the terms and conditions of options that has the effect of increasing the period of exercise cannot be made. The proposal for the issue of the New Options to holders of the Expiring Options on the same terms and conditions as the Expiring Options, except for the expiry date, could be considered as a change that has the effect of increasing the period of exercise because the proposed expiry date of the New Options is later than the current expiry date of the Expiring Options. Listing Rule 6.23.4 provides that a change that is not prohibited under Listing Rule 6.23.3 can only be made if holders of ordinary securities approve the change.

The Company has received from ASX confirmation of a waiver from the application of Listing Rule 6.23.3 in order to conduct the issue, subject to the Company obtaining Shareholder approval for the issue pursuant to Listing Rules 6.23.4 and 7.1.

The effect of this Resolution will be to allow the Company to issue the New Options on the same terms and conditions as the Expiring Options (except for their expiry date) and allow for the issue to occur without using the Company's 15% share issue capacity.

Approval in respect of the proposed issue of New Options to Mr Bongiorno is sought separately under Resolution 5.

3.3 Information required for Shareholder approval under Listing Rules

In accordance with Listing Rule 7.3, the following information is provided for Shareholders:

- (1) The maximum number of securities proposed for issue is 61,260,000 New Options.
- (2) The New Options will be issued no later than three months after Shareholder approval.
- (3) The New Options will be issued at \$0.0001 each.
- (4) The allottees will be those persons who are registered as the holders of the Expiring Options at expiry on the expiry date of 30 May 2019, except for Gerard Bongiorno who is a Director (and for whom separate approval is sought under Resolution 6).
- (5) The New Options will have an exercise price of \$0.075 and an expiry date of 29 November 2019, and otherwise be on the terms and conditions set out in the Schedule. The New Options will be not be quoted on ASX.
- (6) The funds raised from the issue of the New Options, being up to \$6,126, will be aggregated with and used for the same purpose as the funds raised from the Placement. See Section 1 above for further details.
- (7) The New Options will be issued on the same date no later than three months after Shareholder approval.

The Directors, apart from Mr Bongiorno who has an interest in the outcome of this Resolution and Resolution 6, unanimously recommend that the Shareholders vote in favour of this Resolution.

4. Approval for issue of New Options to Gerard Bongiorno (Resolution 6)

4.1 Background

As detailed in Section 3.1, the Company has issue 63,760,000 Expiring Options on issue and is seeking Shareholder approval for the fresh issue of New Options to the optionholders who are registered as the holders of the Expiring Options as at their expiry on 30 May 2019.

One of the optionholders who will be registered as the holder of Expiring Options on their expiry will be Gerard Bongiorno, a Director and therefore related party of the Company. As such, Shareholder approval is necessary under Listing Rule 10.11 prior to the issue to Mr Bongiorno of any New Options. Accordingly, the Company seeks Shareholder approval for the subscription of those New Options.

Listing Rule 10.11 provides that a company must not (subject to specified exceptions) issue or agree to issue equity securities to a related party without the approval of shareholders.

Resolution 6 seeks Shareholder approval pursuant to Listing Rule 10.11 for the issue of the New Options to Mr Bongiorno (and/or his nominee). If approval is given under Listing Rule 10.11, Shareholder approval is not required under Listing Rule 7.1.

Approval is also being sought pursuant to Listing Rule 6.23.4. The waiver from Listing Rule 6.23.3 granted by ASX extends to the proposed issue of New Options to Mr Bongiorno. Section 3.1 sets out further information regarding the application of Listing Rules 6.23.3 and 6.23.4.

Furthermore, Shareholder approval of the issue of the New Options means that these issues will not reduce the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 6 is an ordinary resolution.

4.2 Information required for Shareholder approval under Listing Rules

In accordance with Listing Rule 10.13, the following information is provided for Shareholders:

- (1) Mr Bongiorno is a related party of the Company by virtue of his being a Director.
- (2) The maximum number of securities to be issued to Mr Bongiorno (and/or his nominee) is 2,500,000 New Options.
- (3) The issue of the New Options to Mr Bongiorno will occur no later than one month after the date of the Meeting.
- (4) The New Options will be issued at an issue price of \$0.0001 each. The New Options will have an exercise price of \$0.075 and an expiry date of 29 November 2019, and otherwise be on the terms and conditions set out in the Schedule. The New Options will be not be quoted on ASX.
- (5) A voting exclusion statement is included in the Notice.
- (6) The funds raised from the issue of the New Options, being up to \$250, will be aggregated with and used for the same purpose as the funds raised from the Placement. See Section 1 above for further details.

Definitions

Unless the context requires otherwise, the terms below have the following meanings in the Notice and Explanatory Statement:

ASX means Australian Securities Exchange.

Board means the board of Directors.

Company means Linus Technologies Limited ACN 149 796 332.

Constitution means the constitution of the Company.

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

Director or **Directors** means a director or the directors of the Company from time to time.

Equity Securities has the same meaning as in the Listing Rules.

Expiring Option has the meaning given to that term in Section 3.1.

Explanatory Statement means this Explanatory Statement accompanying the Notice.

General Meeting or Meeting means the general meeting of the Company convened by the Notice of Meeting and any adjournment or postponement of it.

Listing Rules means ASX Listing Rules.

New Option means a new Option, the terms and conditions of which are set out in the Schedule.

Notice or Notice of Meeting means this document which comprises the Company's Notice of General Meeting and the accompanying Explanatory Statement.

Option means an option to acquire a Share.

Resolutions means the resolutions set out in the Notice of Meeting.

Schedule means schedule to this Explanatory Statement,

Shareholder means a shareholder of the Company.

Share means a fully paid ordinary share in the Company.

A reference to time in the Notice and Explanatory Statement is to Melbourne time.

SCHEDULE – TERMS AND CONDITIONS OF NEW OPTIONS

- (a) Each Option entitles the holder to subscribe for one Share upon the exercise of each Option.
- (b) The exercise price of each Option is \$0.075 (**Exercise Price**).
- (c) The Options will expire on 29 November 2019 (**Expiry Date**).
- (d) The Options are exercisable at any time on or prior to the Expiry Date.
- (e) The Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and either payment of the Exercise Price for each Option being exercised. Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.
- (f) Shares issued on exercise of the Options will rank equally with the then issued fully paid ordinary shares of the Company.
- (g) The Company will not apply to ASX for quotation of the Options.
- (h) If the Shares of the Company are quoted on the ASX at the time of exercise of the Options, application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.
- (i) After an Option is validly exercised, the Company must, within 15 business days of the notice of exercise and receipt of cleared funds equal to the sum payable on the exercise of the Option issue the Shares and do all such acts, matters and things to obtain the grant of official quotation of the Shares on ASX no later than 5 business days after issuing the Shares.
- (j) 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 the Company shareholders during the currency of the Options. However, the Company will give the holders of Options notice of the proposed issue prior to the date for determining entitlements to participate in any such issue.
- (k) If the Company makes a bonus issue of shares or other securities to existing Company shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
- (i) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
 - (ii) no change will be made to the Exercise Price.
- (l) If the Company makes an issue of Shares pro rata to the existing Company shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price of an Option will be reduced according to the following formula:
- $$\text{New exercise price} = O - \frac{E [P - (S + D)]}{N + 1}$$
- O = the old Exercise Price of the Option.
- E = the number of underlying Shares into which one Option is exercisable.
- P = average market price per Share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date.
- S = the subscription price of a Share under the pro rata issue.
- D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).
- N = the number of Shares with rights or entitlements that must be held to receive a right to one Share.
- (m) If there is any reorganisation of the issued share capital of the Company, the rights of the Option holders may be varied to comply with the Listing Rules which apply to the reorganisation at the time of the reorganisation.
- (n) The Options are only transferable with the prior written approval of the Board and subject to compliance with the Corporations Act.
- (o) Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for Shares on exercise of the Options with the appropriate remittance should be lodged at the Company's share registry.

For personal use only





LODGE YOUR PROXY APPOINTMENT ONLINE



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

JUNE 2019 GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Linius Technologies Limited and entitled to attend and vote hereby:

APPOINT A PROXY

The Chair of the meeting

OR



PLEASE NOTE: If you leave the section blank, the Chair of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) are named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the General Meeting of the Company to be held at The Claremont Suite, The Como Melbourne M Gallery by Sofitel, 630 Chapel Street, South Yarra, Victoria on 7 June 2019 at 11.00am AEST and at any adjournment or postponement of that Meeting.

CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES:

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

VOTING DIRECTIONS

Resolutions

| | | For | Against | Abstain* |
|---|---|--------------------------|--------------------------|--------------------------|
| 1 | Ratification of prior issue of Shares – April 2019 placement | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 | Approval for the issue of Shares to Gerard Bongiorno – April 2019 placement | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 | Approval for the issue of Shares to Christopher Richardson – April 2019 placement | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 | Approval for the issue of Shares to Stephen McGovern – April 2019 placement | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5 | Approval for the issue of New Options | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6 | Approval for the issue of New Options to Gerard Bongiorno | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |



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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

Email Address

Please tick here to agree to receive communications sent by the company via email. This may include meeting notifications, dividend remittance, and selected announcements.

For personal use only

STEP 1

STEP 2

STEP 3

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

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

CHANGE OF ADDRESS

This form shows your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

APPOINTMENT OF A PROXY

If you wish to appoint the Chair as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chair, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution 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 resolution 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 a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

PLEASE NOTE: If you appoint the Chair as your proxy (or if he is appointed by default) but do not direct him how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as he sees fit on that resolution.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- On each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- Return both forms together.

CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

SIGNING INSTRUCTIONS ON THE PROXY FORM

Individual:

Where the holding is in one name, the security holder must sign.

Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or a certified photocopy of the Power of Attorney to this form when you return it.

Companies:

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

LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 11.00am AEST on 5 June 2019, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled Meeting.



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



BY MAIL

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009; or
PO Box 1156, Nedlands WA 6909



BY FAX

+61 8 9262 3723



BY EMAIL

admin@advancedshare.com.au



IN PERSON

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033