



ABN 60 066 153 982

NOTICE OF EXTRAORDINARY GENERAL MEETING

EXPLANATORY MEMORANDUM

PROXY FORM

Date of Meeting

Wednesday, 10 August 2016

Time of Meeting

3:00 pm (AEST)

Place of Meeting

The York & Conference Function Centre
95 – 99 York Street, Sydney, NSW 2000

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. YOU ARE ADVISED TO READ THIS DOCUMENT IN ITS ENTIRETY AND SEEK INDEPENDENT ADVICE BEFORE DECIDING HOW TO VOTE ON THE RESOLUTIONS.

If you are in doubt as to how to deal with this document or how to vote on the Resolutions, please consult your financial or other professional adviser.

NOTICE OF EXTRAORDINARY GENERAL MEETING

The Extraordinary General Meeting of Collaborate Corporation Limited (**Company** or **Collaborate**) is to be held on Wednesday, 10 August 2016 at The York & Conference Function Centre, 95 – 99 York Street, Sydney, NSW 2000, commencing at 3:00 pm (AEST).

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

BUSINESS

Resolution 1 –Ratification of Prior Issue - Shares and Options under December 2015 Placement

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 7.4, and for all other purposes, Shareholders approve and ratify the issue of 28,142,857 Shares and 9,380,954 Options under the December 2015 Placement on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by persons who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 2 – Issue of Shares to related party – Dominet

To consider, and if thought fit, to pass 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 of up to 2,380,952 Shares and 793,651 Options to Dominet Digital Corporation Pty Ltd, a company associated with former Director, Mr Domenic Carosa, as part of the December 2015 Placement on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Dominet and any of its 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 person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 3 –Ratification of Prior Issue - Shares under May 2016 Placement

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 7.4, and for all other purposes, Shareholders approve and ratify the issue of 5,500,000 Shares on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by persons who participated in the issue and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 4 – Issue of Options under May 2016 Placement

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 7.1, and for all other purposes, Shareholders approve the issue of 1,833,333 Options under the May 2016 Placement on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 5 – Issue of Shares and Options to related party – Dominet

To consider and, if thought fit, to pass 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 of up to 11,111,111 Shares and 3,703,704 Options to Dominet Digital Corporation Pty Ltd, a company associated with former Director, Mr Domenic Carosa, as part of the May 2016 Placement on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Dominet and any of its 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 person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 6 – Issue of Shares to related party – Dominet

To consider and, if thought fit, to pass 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 of up to that number of Shares to Dominet Digital Corporation Pty Ltd, a company associated with former Director, Mr Domenic Carosa, when multiplied by the issue price, will raise up to \$300,000 on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Dominet and any of its 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 person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

Resolution 7 – Issue of Options to related party – Dominet

To consider and, if thought fit, to pass 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 of up to 1,700,000 Facility Options to Dominet Digital Corporation Pty Ltd, a company associated with former Director, Mr Domenic Carosa on the terms and conditions set out in the Explanatory Memorandum."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by Dominet and any of its 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 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.

EXPLANATORY MEMORANDUM

The Explanatory Memorandum is incorporated in and comprises part of this Notice of General Meeting. Shareholders are referred to the Glossary in the Explanatory Memorandum which contains definitions of capitalised terms used both in this Notice and the Explanatory Memorandum.

PROXIES

Please note that:

- A member entitled to attend and vote is entitled to appoint not more than two proxies to attend and vote on behalf of the member.
- A proxy need not be a member of the Company, but must be a natural person (not a corporation). A proxy may also be appointed by reference to an office held by the proxy (e.g. "the Company Secretary").
- Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the member's voting rights. If no such proportion is specified, each proxy may exercise half of the member's 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 (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

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.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms. Completed Proxy Forms (together with any authority under which the proxy was signed or a certified copy of the authority) must be returned before 3:00 pm (AEST) on Monday, 8 August 2016.

VOTING ENTITLEMENTS

For the purposes of section 1074E(2) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations 2001, the Company has determined that members holding ordinary shares as set out in the Company's share register at 7:00 pm (AEST) on Monday, 8 August 2016 will be entitled to attend and vote at the General Meeting.

CORPORATE REPRESENTATIVE

Any corporate Shareholder who has appointed a person to act as its corporate representative at the meeting should provide that person with an original (or certified copy) certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company in advance of the meeting or handed in at the meeting when registering as a corporate representative. The appointment must comply with section 250D of the Corporations Act.

ATTORNEYS

If an attorney is to attend the meeting on behalf of a Shareholder, a properly executed original (or originally certified copy) of an appropriate power of attorney must be received by the Company by the deadline for the receipt of Proxy Forms, being no later than 3:00 pm (AEST) on Monday, 8 August 2016. Previously lodged powers of attorney will be disregarded by the Company.

**DATED THIS 11TH OF JULY 2016
BY ORDER OF THE BOARD**



**Karen Logan
Company Secretary**

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the Extraordinary General Meeting of Collaborate Corporation Limited (**Company** or **Collaborate**).

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

1. Background to Resolutions 1 and 2

On 22 December 2015, the Company announced that it would issue approximately 30,523,809 new Shares at an issue price of \$0.021 per Share and 10,174,605 free-attaching Options (**December 2015 Placement Securities**) to raise \$641,000 pursuant to a placement to sophisticated investors (**December 2015 Placement**). The December 2015 Placement Securities were to be issued as follows:

- (a) The issue of 28,142,857 Shares and 9,380,952 Options to raise \$591,000 completed on 22 December 2015. These Shares were issued under the Company's capacity under Listing Rule 7.1A while these Options were issued under the Company's capacity under Listing Rule 7.1 (**Tranche 1 December 2015 Placement**). These Securities have been issued and are the subject of Resolution 1; and
- (b) The issue of 2,380,952 Shares and 793,651 Options to raise \$50,000, subject to Shareholder approval (**Tranche 2 December 2015 Placement**).

2. Resolution 1 – Ratification of Prior Issue - Shares and Options under December 2015 Placement

2.1 General

As set out in section 1 above, on 22 December 2015, the Company issued 28,142,857 Shares and 9,380,952 Options at an issue price of \$0.021 per Share, to raise \$591,000 pursuant to the Tranche 1 December 2015 Placement.

This Resolution seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of these Shares and Options (**Ratification**).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1. By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

Where an eligible entity obtains shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A, any equity securities issued under that additional placement capacity will not be counted in the variable upon which the 10% placement capacity is based until that issue has been ratified under ASX Listing Rule 7.4 (or 12 months has passed since their issue). In addition, any equity securities issued under that additional placement capacity will reduce the balance of equity securities able to be issued under that additional capacity without prior shareholder approval until that issue has been ratified under ASX Listing Rule 7.4 (or 12 months has passed since their issue).

By ratifying this issue, the Company will increase the variable upon which the 10% placement capacity is based and retain the flexibility to issue equity securities in the future up to the 10% placement capacity set out in ASX Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

2.2 Technical information required by ASX Listing Rule 7.4

Pursuant to, and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 28,142,857 Shares and 9,380,952 Options were issued;
- (b) the issue price was \$0.021 per Share and the Options were issued for nil consideration;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Options issued were issued on the terms and conditions set out in Schedule 1 to this Explanatory Memorandum;

- (d) the Shares and Options were issued to sophisticated investors. None of these subscribers were related parties of the Company; and
- (e) the funds raised from this issue were used towards driving the growth of the DriveMyCar, My Caravan and Rentoid websites through marketing, PR and product development activities, supporting the development and monetisation of the PeerPass trust and reputation platform, pursuing investment opportunities that align with the Company's peer-to-peer strategy in addition to providing additional working capital and covering the costs of the December 2015 Placement.
- (f) A voting exclusion statement has been included for the Resolution.

2.3 Directors' Recommendation

The Directors recommend that Shareholders vote in favour of the Resolution.

2.4 Voting Intention

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

3. Resolution 2 – Issue of Shares to related party – Dominet

3.1 General

Pursuant to Resolution 2 the Company is seeking Shareholder approval for the issue of 2,380,952 Shares and 793,651 Options at an issue price of \$0.021 per Share pursuant to the Tranche 2 December 2015 Placement.

Mr Carosa wishes to participate in the Tranche 2 December 2015 Placement, through his related entity Dominet Digital Corporation Pty Ltd (**Dominet**).

This Resolution seeks Shareholder approval for the issue of 2,380,952 Shares and 793,651 Options to Dominet arising from the participation by Mr Carosa in the Tranche 2 December 2015 Placement (**Participation**).

3.2 Chapter 2E of the Corporations Act

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

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

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

The Participation will result in the issue of Shares and Options which constitutes giving a financial benefit and Dominet is a related party of the Company by virtue of being controlled by a recent former Director of the Company, Mr Domenic Carosa, who resigned on 18 May 2016.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participation because the Shares and Options will be issued to Dominet on the same terms as Shares and Options issued to non-related party participants in the December 2015 Placement and as such the giving of the financial benefit is on arm's length terms.

3.3 Listing Rule 10.11

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

As the December 2015 Placement involves the issue of Shares and Options to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

3.4 Entry into Loan Agreement

As announced on 5 July 2016, the Company entered into a loan agreement with Dominet, pursuant to which Dominet agreed to provide a loan facility up to \$250,000 available to the Company, for the purpose of meeting its working capital

requirements (**Loan Agreement**). The details of the Loan Agreement were set out in the Company's announcement. A key term of the Loan Agreement is that funds drawn down under the loan have been agreed to be offset against Dominet's existing obligations (subject to Shareholder approval) under the December 2015 Placement and the May 2106 Placement.

As at the date of this Notice, the Company has drawn down \$100,000 under the Loan Agreement, which amount would be offset against the amount payable by Dominet for the Shares and Options the subject of Resolutions 2 and 5.

3.5 Technical information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the Participation:

- (a) the Shares and Options will be issued to Dominet;
- (b) a maximum of 2,380,952 Shares and 793,651 Options will be issued;
- (c) the Shares and Options will be issued no later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (d) the Shares will be issued at a price of \$0.021 per Share and the Options will be issued for nil consideration, being the same as all other Shares and Options issued under the December 2015 Placement;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Options issued will be issued on the terms and conditions set out in Schedule 1 to this Explanatory Memorandum;
- (f) Dominet's application for the Shares and Options will be offset against the amounts owed to it under the Loan Agreement. Any residual funds received will be used for the same purposes as all other funds raised under the December 2015 Placement as set out in section 2.2(e) of this Explanatory Memorandum.

Approval pursuant to ASX Listing Rule 7.1 is not required for the Participation as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Shares and Options to Dominet will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

3.6 Directors' recommendation

The Directors recommend that Shareholders vote in favour of the Resolution.

3.7 Voting Intention

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

4. Background to Resolutions 3 to 5

On 4 May 2016, the Company announced that it would issue approximately 16,611,111 new Shares at an issue price of \$0.018 per Share and 5,537,037 free-attaching Options (**May 2016 Placement Securities**) to raise \$299,000 pursuant to a placement to sophisticated investors (**May 2016 Placement**). The May 2016 Placement Securities will be issued as follows:

- (a) The issue of 5,500,000 Shares to raise \$99,000 completed on 11 May 2016. These Shares were issued under the Company's capacity under Listing Rule 7.1A (**Tranche 1 May 2016 Placement**);
- (b) The issue of 1,833,333 free-attaching Options pursuant to the Tranche 1 May 2016 Placement, subject to Shareholder approval; and
- (c) The issue of 11,111,111 Shares and 3,703,704 Options to raise \$200,000, subject to Shareholder approval (**Tranche 2 May 2016 Placement**).

5. Resolution 3 – Ratification of Prior Issue – Shares under May 2016 Placement

5.1 General

As set out in section 4 above, on 11 May 2016, the Company issued 5,500,000 Shares at an issue price of \$0.018 per Share to raise \$99,000 pursuant to the Tranche 1 May 2016 Placement.

This Resolution seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares (**Ratification**).

A summary of ASX Listing Rules 7.1 and 7.1A is set out in section 2.1 above.

The effect of this Resolution will be to allow the Company to issue the Shares pursuant to the Tranche 2 May 2016 Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

5.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- (a) 5,500,000 Shares were issued;
- (b) the issue price was \$0.018 per Share;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to a sophisticated investor which is not a related party of the Company;
- (e) the funds raised from the issue were principally used to grow Collaborate's peer-to-peer marketplaces through marketing, PR and product development activities in addition to providing additional working capital and covering the costs of the May 2016 Placement.

5.3 Directors' Recommendation

The Directors recommend Shareholders vote in favour of the Resolution.

5.4 Voting Intention

The Chairman of the Meeting intends to vote all available proxies in favour of the Resolution.

6. Resolution 4 – Issue of Options under May 2016 Placement

6.1 General

This Resolution seeks Shareholder approval for the issue of 1,833,333 free-attaching Options pursuant to the Tranche 1 May 2016 Placement.

A summary of ASX Listing Rules 7.1 and 7.1A is set out in section 2.1 above.

The effect of this Resolution will be to allow the Company to issue the Options pursuant to the Tranche 1 May 2016 Placement during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

6.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Tranche 1 May 2016 Placement Options:

- (a) the maximum number of Options to be issued is 1,833,333;
- (b) the Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Options will occur on the same date;
- (c) the Options will be issued for nil consideration;
- (d) the Options will be issued to a sophisticated investor who subscribed for the Tranche 1 May 2016 Placement Shares which is not a related party of the Company;
- (e) the Options issued will be issued on the terms and conditions set out in Schedule 1 to this Explanatory Memorandum;
- (f) no funds will be raised from the issue of Options.

6.3 Directors' Recommendation

The Directors recommend Shareholders vote in favour of the Resolution.

6.4 Voting Intention

The Chairman of the meeting intends to vote all available proxies in favour of the Resolution.

7. Resolution 5 – Issue of Shares and Options to related party – Dominet

7.1 General

Pursuant to Resolution 5 the Company is seeking Shareholder approval for the issue of 11,111,111 Shares and 3,703,704 Options at an issue price of \$0.018 per Share pursuant to the Tranche 2 May 2016 Placement.

Dominet, a company associated with former Director, Mr Domenic Carosa, wishes to participate in the Tranche 2 May 2016 Placement.

This Resolution seeks Shareholder approval for the issue of 11,111,111 Shares and 3,703,704 Options Dominet arising from the participation by Dominet in the Tranche 2 May 2016 Placement (**Participation**).

As set out in Section 3.4 above, any funds drawn down under the Loan Agreement after they have been offset against Dominet's application for the Shares and Options the subject of Resolution 2, will be offset against his application for Shares and Options under this Resolution 5.

7.2 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in section 3.2 above.

The Participation will result in the issue of Shares and Options which constitutes giving a financial benefit and Dominet is a related party of the Company by virtue of being controlled by a former Director of the Company, Mr Domenic Carosa who resigned on 18 May 2016.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participation because the Shares and Options will be issued to Dominet on the same terms as Shares and Options issued to non-related party participants in the May 2016 Placement and as such the giving of the financial benefit is on arm's length terms.

7.3 Listing Rule 10.11

A summary of ASX Listing Rule 10.11 is set out in section 3.3 above.

As the May 2016 Placement involves the issue of Shares and Options to a related party of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

7.4 Technical information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the Participation:

- (a) the Shares and Options will be issued to Dominet;
- (b) a maximum of 11,111,111 Shares and 3,703,704 Options will be issued;
- (c) the Shares and Options will be issued no later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (d) the Shares will be issued at a price of \$0.018 per Share and the Options will be issued for nil consideration, being the same as all other Shares and Options issued under the May 2016 Placement;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Options issued will be issued on the terms and conditions set out in Schedule 1 to this Explanatory Memorandum;
- (f) Dominet's application for the Shares and Options will be offset against the amounts to it under the Loan Agreement (after they have been offset against Resolution 2 first). Any residual funds received will be used for the same purposes as all other funds raised under the May 2016 Placement as set out in section 5.2(e) of this Explanatory Memorandum.

Approval pursuant to ASX Listing Rule 7.1 is not required for the Participation as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Shares and Options to Dominet will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

7.5 Directors' recommendation

The Directors recommend that Shareholders vote in favour of the Resolution.

7.6 Voting Intention

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

8. Background to Resolutions 6 and 7

On 27 June 2016, the Company announced that it had entered into facility agreements to raise up to a total of \$2,250,000 (**Facilities**) from a number of existing sophisticated investors in the Company.

In recognition of the support of the subscribers pursuant to the Facilities, the various subscribers will receive a total of 4,500,000 unlisted Options exercisable at \$0.03 per Option on or before 31 May 2019 (**Facility Options**) in proportion to their committed amounts under the Facilities.

The subscribers included Dominet, a company controlled by recently retired Director, Mr Domenic Carosa, which agreed to provide a facility up to a total of \$850,000 (**Dominet Facility Agreement**).

The material terms of the Dominet Facility Agreement is set out in Schedule 2 to this Explanatory Memorandum.

Resolutions 6 and 7 related to the approval to issue the respective Shares (Resolution 6) and Options (Resolution 7) to Dominet equal to \$300,000 of the \$850,000 available under the Dominet Facility Agreement. The Company notes that it is not seeking, at this time, to draw down all of the \$850,000 available to it under the Dominet Facility Agreement. As set out in section 8.1 below, Dominet is currently a related party of the Company but will cease to be a related party on 18 November 2016, six months after the date of Mr Carosa's resignation as a Director of the Company. Subsequent to that date, if required, the Company will rely upon its 15% placement capacity to issue securities under the Dominet Facility Agreement.

8.1 Chapter 2E of the Corporations Act

A summary of Chapter 2E of the Corporations Act is set out in section 3.2 above.

The approval for the issue of Shares under the Dominet Facility Agreement will result in the issue of Shares which constitutes giving a financial benefit and Dominet is a related party of the Company by virtue of being controlled by a former Director of the Company, Mr Domenic Carosa who resigned on 18 May 2016.

The Directors consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the participation of Dominet because the Shares will be issued to Dominet on the same terms as Shares issued to non-related parties who entered into facility agreements and as such the giving of the financial benefit is on arm's length terms.

8.2 Listing Rule 10.11

A summary of ASX Listing Rule 10.11 is set out in section 3.3 above.

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

9. Resolution 6 – Issue of Shares to related party – Dominet

9.1 Technical information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the Participation:

- (a) the Shares will be issued to Dominet, or a nominee of Dominet;
- (b) the maximum number of Shares to be issued is up to that number of Shares, when multiplied by the issue price, equals \$300,000;
- (c) the Shares will be issued no later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (d) the issue price will be at most a 15% discount to the volume weighted average price of the Company's Shares for the 10 trading days prior to the Company giving a notice to Dominet pursuant to the Dominet Facility Agreement. The

highest, lowest and last market sale prices of the Company's Shares during the twelve months immediately preceding the date of this Notice and the respective dates of those sales were:

Highest	\$0.039	24 June 2016
Lowest	\$0.015	25 August 2015
Last	\$0.023	7 July 2016

- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (f) the funds raised from will be used to drive growth of Collaborate's peer-to-peer marketplaces through marketing, PR and product development activities and to pursue investment opportunities that align with the Company's peer-to-peer strategy in addition to providing additional working capital.

Approval pursuant to ASX Listing Rule 7.1 is not required for the Participation as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Shares to Dominet will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

9.5 Directors' recommendation

The Directors recommend that Shareholders vote in favour of the Resolution.

9.6 Voting Intention

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

10. Resolution 7 – Issue of Options to related party – Dominet

10.1 General

Pursuant to Resolution 7 the Company is seeking Shareholder approval for the issue of 1,700,000 Facility Options pursuant to the Dominet Facility Agreement.

This Resolution seeks Shareholder approval for the issue of 1,700,000 Facility Options to Dominet arising from the participation by Dominet in providing a facility to the Company under the Dominet Facility Agreement.

10.1 Technical information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the Participation:

- (a) the Options will be issued to Dominet;
- (b) a maximum of 1,700,000 Facility Options will be issued;
- (c) the Facility Options will be issued no later than one month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (d) the Facility Options will be issued for nil consideration as they will be issued in recognition of the support of Dominet as a Subscriber;
- (e) the Options issued will be issued on the terms and conditions set out in Schedule 3 to this Explanatory Memorandum;
- (f) no funds will be raised from the issue of the Facility Options as they are being issued in recognition of the provision of the Facility under the Facility Agreement, on the same terms as being offered to all unrelated facility providers.

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

10.5 Directors' recommendation

The Directors recommend that Shareholders vote in favour of the Resolution.

10.6 Voting Intention

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

GLOSSARY

\$ means an Australian dollar.

AEST means Australia Eastern Standard Time.

ASX means ASX Limited (ACN 008 624 691) and where the context permits the Australian Securities Exchange operated by ASX Limited.

ASX Listing Rules and **Listing Rules** mean the official listing rules of ASX.

Board means the board of directors of the Company.

Company or **Collaborate** means Collaborate Corporation Limited (ACN 066 153 982).

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

Director means a Director of the Company and **Directors** means the directors of the Company.

Extraordinary General Meeting means the general meeting the subject of this Notice.

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

Facilities has the meaning given in section 8 of the Explanatory Memorandum.

Facility Options means an Option granted pursuant to Resolution 7 with the terms and conditions set out in Schedule 3.

Meeting means the meeting of Shareholders convened by the Notice of General Meeting.

Notice or **Notice of Meeting** means the notice of general meeting accompanying this Explanatory Memorandum.

Option means an option which entitles the holder to subscribe for one Share.

Option holder means an option holder of the Company.

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

Proxy Form means a proxy form attached to the Notice.

Schedule means a schedule to the Explanatory Memorandum.

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

Subscriber has the meaning given in section 8 of the Explanatory Memorandum.

Subscription Agreement has the meaning given in section 8 of the Explanatory Memorandum.

Shareholder means a shareholder of the Company.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

SCHEDULE 1

Terms and Conditions of Listed Options

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) The exercise price of each Option is \$0.02.
- (b) Each Option shall entitle the holder the right to subscribe (in cash) for one Share in the capital of the Company.
- (c) The Options will expire at 5.00pm WST on 30 April 2017 (**Expiry Date**). Subject to clause (g), Options may be exercised at any time prior to the expiry date and Options not so exercised shall automatically lapse on the expiry date.
- (d) Each Share allotted as a result of the exercise of any Option will, subject to the Constitution of the Company, rank in all respects pari passu with the existing Shares in the capital of the Company on issue at the date of allotment.
- (e) A registered owner of an Option (**Option Holder**) will not be entitled to attend or vote at any meeting of the members of the Company unless they are, in addition to being an Option Holder, a member of the Company.
- (f) Options are transferrable at any time prior to the Expiry Date. This right is subject to any restrictions on the transfer of Options that may be imposed by the ASX in circumstances where the Company is listed on the ASX.
- (g)
 - (i) The Company will provide to each Option Holder a notice that is to be completed when exercising the Options (**Notice of Exercise of Options**). Options may be exercised by the Option Holder by completing the Notice of Exercise of Options and forwarding the same to the Company Secretary to be received prior to the expiry date. The Notice of Exercise of Options must state the number of Options exercised and the consequent number of ordinary shares in the capital of the Company to be allotted; which number of Options must be a multiple of 2,500 if only part of the Option Holder's total Options are exercised, or if the total number of Options held by an Option Holder is less than 2,500, then the total of all Options held by that Option Holder must be exercised.
 - (ii) The Notice of Exercise of Options by an Option Holder must be accompanied by payment in full for the relevant number of shares being subscribed, being an amount of \$0.02 per Share.
 - (iii) Subject to paragraph (g)(i) above, the exercise of less than all of an Option Holder's Options will not prevent the Option Holder from exercising the whole or any part of the balance of the Option Holder's entitlement under the Option Holder's remaining Options.
 - (iv) Within 14 business days from the date the Option Holder properly exercises Options held by the Option Holder, the Company shall issue and allot to the Option Holder that number of Shares in the capital of the Company so subscribed for by the Option Holder.
 - (v) The Company will within 3 business days from the date of issue and allotment of Shares pursuant to the exercise of an Option, apply to the ASX for, and use its best endeavours to obtain, Official Quotation of all such Shares, in accordance with the Corporations Act and the Listing Rules of the ASX.
 - (vi) The Company will generally comply with the requirements of the Listing Rules in relation to the timetables imposed when quoted Options are due to expire. Where there shall be any inconsistency between the timetables outlined herein regarding the expiry of the Options and the timetable outlined in the Listing Rules, the timetable outlined in the Listing Rules shall apply.
- (h) In the event of a reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the Option Holder will be changed to the extent necessary to comply with the Corporations Act and ASX Listing Rules applying to the reconstruction of capital, at the time of the reconstruction.
- (i) There are no participating rights or entitlements inherent in the Options to participate in any new issues of capital which may be made or offered by the Company to its shareholders from time to time prior to the expiry date unless and until the Options are exercised. The Company will ensure that during the exercise period, the record date for the purposes of determining entitlements to any new such issue, will be at least seven (7) business days after such new issues are announced (or such other date if required under the Listing Rules) in order to afford the Option Holder an opportunity to exercise the Options held by the Option Holder.
- (j) There are no rights to change the exercise price of the Options or the number of underlying Shares if there is a bonus issue to the holders of ordinary shares. If the Company makes a pro rata issue of securities (except a bonus issue) to the holders of ordinary shares (other than an issue in lieu or in satisfaction of dividends or by way of dividend investment) the Option exercise price shall be reduced according to the formula specified in the Listing Rules.

SCHEDULE 2

Key terms of the Dominet Facility Agreement

(a) Dominet Facility

The Dominet Facility may be drawn upon by Collaborate as follows:

- (i) Minimum subscription of \$50,000;
- (ii) Maximum subscription of \$100,000;

per subscription (**Subscription**) drawn no earlier than 20 business days after completion of the previous Subscription and up to 24 months after execution of the Agreements, up to a total of \$850,000 across all Subscription drawdowns. The Company can issue a compulsory drawdown notice to require Dominet to invest an amount between the minimum and maximum subscription amounts referred to above.

(b) Issue Price

The issue price of the fully paid ordinary shares (**Shares**) will be based on a discount of no more than 15% to the volume weighted average price (**VWAP**) of the Company's Shares for the ten (10) trading days prior to the Company giving notice to Dominet to draw down on the Dominet Facility. Where a compulsory drawdown notice is issued to Dominet the issue price of the Shares will be a 15% discount to the VWAP of the Company's Shares for the ten (10) trading days prior to the Company giving notice to Dominet to draw down on the Dominet Facility.

(c) Conditions to Draw down

The Company's ability to draw down under the Dominet Facility Agreement is subject to receipt by the Company in relation to each separate draw down of all regulatory and shareholder approvals, each party confirming in writing that their respective warranties and representations given in the Dominet Facility Agreement remain true and correct, and Dominet having provided an application form and paid the amount owing (subject to any rights to waive those conditions).

Dominet is not required to subscribe under the Dominet Facility Agreement if to do so would increase its voting power in the Company above 19.99%.

(d) Facility Fee

The Company will grant Dominet a total of 1.7 million unlisted options with an expiry date of 31 May 2019 and an exercise price of \$0.03 per option.

(e) Limitations on the ability of Dominet to deal in Shares issued pursuant to the Dominet Facility

The Agreements provide limitations on Dominet's ability to sell the Shares issued pursuant to the Dominet Facility.

(f) Pre-emptive right

If at any time prior to termination of the Dominet Facility Agreement the Company proposes to issue Shares, the Company is required to offer at least 32.5% of the proposed Shares to be issued to Dominet, which Dominet may accept within 5 business days of the date of the receipt of the offer, as well as making offers to all other parties that have entered into facility agreements on similar terms to the Dominet Facility Agreement. The Pre-emptive right does not apply to an issue of Shares due to the exercise of any options, securities issued under an approved employee share plan, an issue of Shares to shareholders under an equal access offer arrangement (e.g. share purchase plans or rights issues), or an issue of Shares in relation to any acquisition by the Company.

(g) Termination

The Dominet Facility Agreement may be terminated at the election of Dominet upon the occurrence of a change of control event. The Company or Dominet may terminate the Dominet Facility Agreement at any time (by mutual consent of Collaborate and Dominet). The Dominet Facility Agreement will also terminate at the earlier of 28 June 2018, or once \$850,000 has been drawn down across all Subscription drawdowns.

SCHEDULE 3

Terms and Conditions of Facility Options

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

- (a) The exercise price of each Option is \$0.03.
- (b) Each Option shall entitle the holder the right to subscribe (in cash) for one Share in the capital of the Company.
- (c) The Options will expire at 5:00pm WST on 31 May 2019 (**Expiry Date**). Subject to clause (g), Options may be exercised at any time prior to the expiry date and Options not so exercised shall automatically lapse on the expiry date.
- (d) Each Share allotted as a result of the exercise of any Option will, subject to the Constitution of the Company, rank in all respects pari passu with the existing Shares in the capital of the Company on issue at the date of allotment.
- (e) A registered owner of an Option (**Option Holder**) will not be entitled to attend or vote at any meeting of the members of the Company unless they are, in addition to being an Option Holder, a member of the Company.
- (f) Options are transferrable at any time prior to the Expiry Date. This right is subject to any restrictions on the transfer of Options that may be imposed by the ASX in circumstances where the Company is listed on the ASX.
- (g)
 - (i) The Company will provide to each Option Holder a notice that is to be completed when exercising the Options (**Notice of Exercise of Options**). Options may be exercised by the Option Holder by completing the Notice of Exercise of Options and forwarding the same to the Company Secretary to be received prior to the expiry date. The Notice of Exercise of Options must state the number of Options exercised and the consequent number of ordinary shares in the capital of the Company to be allotted; which number of Options must be a multiple of 2,500 if only part of the Option Holder's total Options are exercised, or if the total number of Options held by an Option Holder is less than 2,500, then the total of all Options held by that Option Holder must be exercised.
 - (ii) The Notice of Exercise of Options by an Option Holder must be accompanied by payment in full for the relevant number of shares being subscribed, being an amount of \$0.03 per Share.
 - (iii) Subject to paragraph (g)(i) above, the exercise of less than all of an Option Holder's Options will not prevent the Option Holder from exercising the whole or any part of the balance of the Option Holder's entitlement under the Option Holder's remaining Options.
 - (iv) Within 14 business days from the date the Option Holder properly exercises Options held by the Option Holder, the Company shall issue and allot to the Option Holder that number of Shares in the capital of the Company so subscribed for by the Option Holder.
 - (v) The Company will within 3 business days from the date of issue and allotment of Shares pursuant to the exercise of an Option, apply to the ASX for, and use its best endeavours to obtain, Official Quotation of all such Shares, in accordance with the Corporations Act and the Listing Rules of the ASX.
 - (vi) The Company will generally comply with the requirements of the Listing Rules in relation to the timetables imposed when quoted Options are due to expire. Where there shall be any inconsistency between the timetables outlined herein regarding the expiry of the Options and the timetable outlined in the Listing Rules, the timetable outlined in the Listing Rules shall apply.
- (h) In the event of a reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the Option Holder will be changed to the extent necessary to comply with the Corporations Act and ASX Listing Rules applying to the reconstruction of capital, at the time of the reconstruction.
- (i) There are no participating rights or entitlements inherent in the Options to participate in any new issues of capital which may be made or offered by the Company to its shareholders from time to time prior to the expiry date unless and until the Options are exercised. The Company will ensure that during the exercise period, the record date for the purposes of determining entitlements to any new such issue, will be such date required under the Listing Rules in order to afford the Option Holder an opportunity to exercise the Options held by the Option Holder.
- (j) There are no rights to change the exercise price of the Options or the number of underlying Shares if there is a bonus issue to the holders of ordinary shares. If the Company makes a pro rata issue of securities (except a bonus issue) to the holders of ordinary shares (other than an issue in lieu or in satisfaction of dividends or by way of dividend investment) the Option exercise price shall be reduced according to the formula specified in the Listing Rules.

P R O X Y F O R M

MR SAM SAMPLE
 UNIT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE WA 6060

1. Appointment of Proxy

I/We being a member/s of Collaborate Corporation Limited entitled to attend and vote at the Meeting hereby appoint

	the Chair of the Meeting	OR	
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PLEASE NOTE: Leave this box blank if you have selected the Chair of the Meeting. Do not insert your own name(s).

or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Meeting to be held at 3:00 pm (AEST) on Wednesday, 10 August 2016 at The York & Conference Function Centre, 95 – 99 York Street, Sydney, NSW 2000, and at any adjournment thereof.

The Chair of the Meeting intends to vote undirected proxies in favour of each item of business in which the Chair is entitled to vote. 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.

2. Items of Business

Please mark to indicate your voting directions.

	FOR	AGAINST	ABSTAIN
1. Ratification of Prior Issue - Shares and Options under December 2015 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Issue of Shares to related party - Dominet	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ratification of Prior Issue - Shares under May 2016 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Issue of Options under May 2016 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Issue of Shares and Options to related party – Dominet	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Issue of Shares to related party – Dominet	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Issue of Options to related party – Dominet	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

If two proxies are being appointed, the proportional voting rights this proxy represents is _____ %

3. Signature of Securityholder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Individual/ Sole Director and
Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/ Company Secretary

Contact Name

Contact Daytime Telephone

Date

HOW TO COMPLETE THE PROXY FORM

1. Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: If you are entitled to cast two or more votes you may appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. The appointment of a second proxy must be done on a separate copy of the Proxy Form. If a member appoints two proxies and the appointments do not specify the proportion or number of the member's votes each proxy is appointed to exercise, each proxy may exercise one-half of the votes. Any fractions of votes resulting from the application of these principles will be disregarded.

A duly appointed proxy need not be a securityholder of the company.

Attending the Meeting: Completion of a Proxy Form will not prevent you from attending the Meeting in person if you wish. Where you complete and lodge a valid Proxy Form and attend the Meeting in person, your proxy's authority to speak and vote for you is suspended while you are present at the Meeting.

2. Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities (or such lesser number as indicated by you on the proxy form) will be voted in accordance with your directions. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses subject to relevant laws. If you mark more than one box on an item your vote on that item will be invalid.

3. Signing Instructions

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

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

Joint Holding: Where the holding is in more than one name, all of the securityholders must sign.

Power of Attorney: If you have not previously lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a sole director who is also the sole company secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a company secretary, a sole director can also sign alone. Otherwise this form must be signed by a director jointly with either another director or a company secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

Lodgement of a Proxy

To vote by proxy, please complete and sign this Proxy Form and return by:

- (a) Post to Collaborate Corporation Limited, C/- PO Box 356, West Perth, WA 6872; or
- (b) Facsimile to the Company on facsimile number +61 8 9321 0721; or
- (c) Email to the Company at shareholder@collaboratecorp.com

This Proxy Form (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting.

Proxy Forms received after this time will be invalid.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from the Company Secretary.