

# Collaborate

**CORPORATION LIMITED**

**COLLABORATE CORPORATION LIMITED**

ABN 60 066 153 982

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**NOTICE OF ANNUAL GENERAL MEETING**

**EXPLANATORY MEMORANDUM**

**PROXY FORM**

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**Date of Meeting**

Thursday, 23 November 2017

**Time of Meeting**

3:00 pm (AEDT)

**Place of Meeting**

York 1  
The York Conference & Function Centre  
95 – 99 York Street, Sydney, NSW 2000

**ANNUAL REPORT**

The 2017 Annual Report is available from the Company's website via the following link:  
<http://collaboratecorp.com/wp-content/uploads/2017/08/CL8-2017-Annual-Report-1.pdf>

## NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of Collaborate Corporation Limited (**Company** or **Collaborate**) is to be held on Thursday, 23 November 2017, at York 1, The York Conference & Function Centre, 95 – 99 York Street, Sydney, NSW 2000, commencing at 3:00 pm (AEDT).

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

### BUSINESS

#### Financial and Other Reports – Year Ended 30 June 2017 (no resolution required)

To receive and consider the Financial Report, the declaration of Directors, the Remuneration Report and the Directors' Report and of the Auditor for the year ended 30 June 2017.

#### Resolution 1 – Non-Binding Resolution to Adopt Remuneration Report

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

*“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given to adopt the Remuneration Report as set out in the Annual Report for the year ended 30 June 2017.”*

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

#### Voting Prohibition Statement:

The Company will disregard any votes cast on Resolution 1 by, or on behalf of, any of the following persons:

- (a) a member of the Key Management Personnel, as disclosed in the Remuneration Report; or
- (b) a Closely Related Party (such as close family members and any controlled companies) of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

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

#### Resolution 2 – Re-election of Director – Mr Adrian Bunter

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

*“That Mr Bunter, being a director of the Company who retires by rotation in accordance with Clause 13.2 of the Company’s Constitution, Listing Rule 14.4 and for all other purposes, and being eligible and offering himself for re-election, be re-elected as a director of the Company.”*

#### Resolution 3 – Ratification of Prior Issue – Shares and Options to RACV

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 33,333,333 Shares, 8,333,333 New A Options and 3,333,333 New B Options to RACV on the terms and conditions set out in the Explanatory Memorandum.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by RACV and any associates of RACV. 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 – Approval of Issue of Officer A Options to Director – Mr Chris Noone**

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

*"That, pursuant to and in accordance with Listing Rule 10.11, Chapter 2E and section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of 3,500,000 Officer A Options to Mr Chris Noone (a Director) (or his nominee) on the terms and conditions set out in the Explanatory Memorandum."*

**Voting Exclusion:**

The Company will disregard any votes cast on this Resolution by Mr Noone (and his nominee) and any of their associates (**Resolution 4 Excluded Party**).

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) provided the Chair is not a Resolution 4 Excluded Party, it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, if:

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

However, provided the Chair is not a Resolution 4 Excluded Party, the above prohibition does not apply if:

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

**Resolution 5 – Approval of issue of Officer A Options to Director – Mr Adrian Bunter**

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

*"That, pursuant to and in accordance with Listing Rule 10.11, Chapter 2E and section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of 1,500,000 Officer A Options, which will have an exercise price that is at a 25% premium to the volume-weighted average market price for Shares for the twenty (20) trading days immediately prior to the issue of Officer A Options, to Mr Adrian Bunter (a Director) (or his nominee) on the terms and conditions set out in the Explanatory Memorandum."*

**Voting Exclusion:**

The Company will disregard any votes cast on this Resolution by Mr Bunter (and his nominee) and any of their associates (**Resolution 5 Excluded Party**).

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) provided the Chair is not a Resolution 5 Excluded Party, it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, if:

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

However, provided the Chair is not a Resolution 5 Excluded Party, the above prohibition does not apply if:

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

**Resolution 6 – Approval of issue of Officer A Options to Director – Mr Joshua Landau**

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

*"That, pursuant to and in accordance with Listing Rule 10.11, Chapter 2E and section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of 1,500,000 Officer A Options, which will have an exercise price that is at a 25%*

*premium to the volume-weighted average market price for Shares for the twenty (20) trading days immediately prior to the issue of Officer A Options, to Mr Joshua Landau (a Director) (or his nominee) on the terms and conditions set out in the Explanatory Memorandum."*

**Voting Exclusion:**

The Company will disregard any votes cast on this Resolution by Mr Landau (and his nominee) and any of their associates (**Resolution 6 Excluded Party**).

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) provided the Chair is not a Resolution 6 Excluded Party, it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, if:

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

However, provided the Chair is not a Resolution 6 Excluded Party, the above prohibition does not apply if:

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

**Resolution 7 – Approval of issue of Officer A Options to Company Secretary**

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

*"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 500,000 Officer A Options, which will have an exercise price that is at a 25% premium to the volume-weighted average market price for Shares for the twenty (20) trading days immediately prior to the issue of Officer A Options, to Ms Karen Logan (the company secretary) (or her nominee) on the terms and conditions set out in the Explanatory Memorandum."*

**Voting Exclusion:**

The Company will disregard any votes cast on this Resolution by Ms Logan (and her nominee) and any 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 of their associates.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**Resolution 8 – Approval of issue of Officer B Options to Director – Mr Chris Noone**

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

*"That, pursuant to and in accordance with Listing Rule 10.11, Chapter 2E and section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of 7,000,000 Officer B Options, which will have an exercise price that is at a 100% premium to the volume-weighted average market price for Shares for the twenty (20) trading days immediately prior to the issue of Officer B Options, to Mr Chris Noone (a Director) (or his nominee) on the terms and conditions set out in the Explanatory Memorandum."*

**Voting Exclusion:**

The Company will disregard any votes cast on this Resolution by Mr Noone (and his nominee) and any of their associates (**Resolution 8 Excluded Party**).

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) provided the Chair is not a Resolution 8 Excluded Party, it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, if:

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

However, provided the Chair is not a Resolution 8 Excluded Party, the above prohibition does not apply if:

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

#### **Resolution 9 – Approval of issue of Officer B Options to Director – Mr Adrian Bunter**

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

*"That, pursuant to and in accordance with Listing Rule 10.11, Chapter 2E and section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of 1,500,000 Officer B Options, which will have an exercise price that is at a 100% premium to the volume-weighted average market price for Shares for the twenty (20) trading days immediately prior to the issue of Officer B Options, to Mr Adrian Bunter (a Director) (or his nominee) on the terms and conditions set out in the Explanatory Memorandum."*

#### **Voting Exclusion:**

The Company will disregard any votes cast on this Resolution by Mr Bunter (and his nominee) and any of their associates (**Resolution 9 Excluded Party**).

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) provided the Chair is not a Resolution 9 Excluded Party, it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, if:

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

However, provided the Chair is not a Resolution 9 Excluded Party the above prohibition does not apply if:

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

#### **Resolution 10 – Approval of issue of Officer B Options to Director – Mr Joshua Landau**

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

*"That, pursuant to and in accordance with Listing Rule 10.11, Chapter 2E and section 195(4) of the Corporations Act and for all other purposes, Shareholders approve the issue of 1,500,000 Officer B Options, which will have an exercise price that is at a 100% premium to the volume-weighted average market price for Shares for the twenty (20) trading days immediately prior to the issue of Officer B Options, to Mr Joshua Landau (a Director) (or his nominee) on the terms and conditions set out in the Explanatory Memorandum."*

#### **Voting Exclusion:**

The Company will disregard any votes cast on this Resolution by Mr Landau (and his nominee) and any of their associates (**Resolution 10 Excluded Party**).

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) provided the Chair is not a Resolution 10 Excluded Party, it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, if:

- (a) that person is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such member; and

(b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, provided the Chair is not a Resolution 10 Excluded Party the above prohibition does not apply if:

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

#### **Resolution 11 – Approval of issue of Officer B Options to Company Secretary**

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

*"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of 500,000 Officer B Options, which will have an exercise price that is at a 100% premium to the volume-weighted average market price for Shares for the twenty (20) trading days immediately prior to the issue of Officer B Options, to Ms Karen Logan (the company secretary) (or her nominee) on the terms and conditions set out in the Explanatory Memorandum."*

#### **Voting Exclusion:**

The Company will disregard any votes cast on this Resolution by Ms Logan (and her nominee) and any 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 of their associates.

However, the Company need not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

#### **Resolution 12 – Approval of 10% Placement Capacity**

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

*"That, for the purpose of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of Equity Securities equal to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise 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 any 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 associate of those persons. However, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) the vote is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

#### **EXPLANATORY MEMORANDUM**

The Explanatory Memorandum is incorporated in and comprises part of this Notice. 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 (AEDT) on Tuesday, 21 November 2017.

**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 (AEDT) on Tuesday, 21 November 2017 will be entitled to attend and vote at the Annual 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 (AEDT) on Tuesday, 21 November 2017. Previously lodged powers of attorney will be disregarded by the Company.

**DATED THIS 23<sup>RD</sup> OF OCTOBER 2017  
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 Annual 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.

### **Financial Statements and Report**

Under the Corporations Act, the directors of the Company must table the Financial Report, the Directors' Report and the Auditor's Report for Collaborate for the year ended 30 June 2017 (**2017 Annual Report**) at the Meeting. These reports, together with the declaration of Directors, are set out in the 2017 Annual Report. Shareholders who elected to receive a printed copy of annual reports should have received the 2017 Annual Report with this Notice of Annual General Meeting.

In accordance with section 314 (1AA)(c) of the Corporations Act, the Company advises the 2017 Annual Report is available from the Company's website: <http://collaboratecorp.com/wp-content/uploads/2017/08/CL8-2017-Annual-Report-1.pdf>.

In accordance with section 317 of the Corporations Act, Shareholders will be offered the opportunity to discuss the 2017 Annual Report, including the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2017.

There is no requirement for Shareholders to approve the 2017 Annual Report.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the 2017 Annual Report which is available online;
- (b) ask questions about, or comment on, the management of the Company; and
- (c) ask the Auditor questions about:
  - (i) the conduct of the audit;
  - (ii) the preparation and content of the Auditor's Report;
  - (iii) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
  - (iv) the independence of the Auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Auditor about:

- (a) the content of the Auditor's Report; and
- (b) the conduct of the audit of the Annual Report,

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

### **1. Resolution 1 – Adoption of Remuneration Report**

#### 1.1 General

Under the Corporations Act, the Company is required to include, in the Directors' Report, a detailed Remuneration Report setting out the prescribed information in relation to the remuneration of directors and executives of Collaborate and the Company's remuneration practices.

Shareholders will be given reasonable opportunity at the meeting to ask questions and make comments on the Remuneration Report.

Under section 250R(2) of the Corporations Act, the Remuneration Report is required to be submitted for adoption by a resolution of Shareholders at the Annual General Meeting. The vote on this Resolution is advisory only and does not bind the directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.



1.2 Voting consequences

Under the Corporations Act, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

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

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

1.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

1.4 Proxy voting restrictions

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

Proxy	Directions given	No directions given
Key Management Personnel <sup>1</sup>	Vote as directed	Unable to vote <sup>3</sup>
Chair <sup>2</sup>	Vote as directed	Able to vote at discretion of Proxy <sup>4</sup>
Other	Vote as directed	Able to vote at discretion of Proxy

Notes:

- <sup>1</sup> Refers to Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member.
- <sup>2</sup> Refers to the Chair (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report), or a Closely Related Party of such a member.
- <sup>3</sup> Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.
- <sup>4</sup> The Proxy Form notes it is the Chair's intention to vote all undirected proxies in favour of all Resolutions.

1.5 Voting Intention

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

**2. Resolution 2 – Re-election of Director – Mr Adrian Bunter**

ASX Listing Rule 14.4 provides that, other than a managing director, a director of an entity must not hold office (without re-election) past the third AGM following the director's appointment or 3 years, whichever is the longer. However, where there is more than one managing director, only one is entitled not to be subject to re-election.

Clause 13.2 of the Constitution requires that at the annual general meeting, one third of the Directors for the time being, or, if their number is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no director except a Managing Director shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself for re-election. The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots. A retiring director is eligible for re-election.

The Company currently has 3 Directors. Accordingly, 1 must retire.

Mr Bunter, who has served as a director since 19 February 2014 and was last re-elected at the Company's 2016 Annual General Meeting held on 22 November 2016, retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election.

Adrian has over 20 years' experience in accounting, finance and a broad range of corporate advisory roles ranging from mergers and acquisitions, divestments of businesses, debt/equity raisings and strategy development and execution. Adrian is an executive director of Venture Advisory, a specialist telecommunications, media and technology financial advisory firm operating out of Australia and AsiaPac. Adrian is a Chartered Accountant, a Senior Associate of Finsia and has completed a Bachelor of Business and a Graduate Diploma in Applied Finance. Adrian is a member of the Executive Committee of Australia's leading angel investing group, Sydney Angels.

Mr Bunter is a non-executive director of 8common Limited (ACN 168 232 577).

The Board has considered Mr Bunter's independence and considers that he is not an independent Director.

### 2.1 Board Recommendation

The Board (other than Mr Bunter) recommends Shareholders vote in favour of the Resolution.

### 2.2 Voting Intention

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

## **3. Resolution 3 – Ratification of Prior Issue – Shares and Options**

### 3.1 General

On 26 April 2017, the Company issued 33,333,333 Shares (**Placement Shares**) at an issue price of \$0.03 in a share placement to RACV to raise a total of \$1 million (before costs) (**Placement**). The issue price of \$0.03 per Share was a 20% premium to the closing market price of Shares on the day prior to the announcement of the Placement. Pursuant to the Placement, RACV was also granted for nil consideration the following Options in recognition of the fact that RACV's shareholding would be diluted by the exercise of quoted options which expired on 30 April 2017:

- (a) one (1) free-attaching Option exercisable at \$0.031 per Option on or before 24 April 2020 (**New A Options**) for every four (4) CL8 Shares subscribed for (therefore 8,333,333 New A Options); and
- (b) one (1) free-attaching Option exercisable at \$0.050 per Option on or before 24 April 2020 (**New B Options**) for every ten (10) CL8 Shares subscribed for (therefore 3,333,333 New B Options),

(together the **RACV Options**).

The Placement Shares were issued under the placement capacity available to the Company under Listing Rule 7.1A, and the RACV Options were issued under the placement capacity available to the Company under Listing Rule 7.1.

This Resolution seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Placement Shares and RACV 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.

3.2 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) 33,333,333 Placement Shares, 8,333,333 New A Options and 3,333,333 New B Options were issued;
- (b) the issue price was \$0.03 per Placement Share and the RACV Options were issued for nil consideration;
- (c) the Placement 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 RACV Options were issued on the terms and conditions set out in Schedule 1 to this Explanatory Memorandum;
- (d) the Placement Shares and RACV Options were issued to RACV Investment Holdings Pty Ltd (**RACV**) who is not a related party of the Company; and
- (e) the funds raised from the issue were principally used to drive growth of Company'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 further working capital.

3.3 Board Recommendation

The Board recommends Shareholders vote in favour of the Resolution.

3.4 Voting Intention

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

**4. Resolutions 4, 5, 6, 8, 9 and 10 – Approval of issue of Officer Options to Directors**

4.1 General

Resolutions 4, 5, 6, 8, 9 and 10 seek Shareholders' approval pursuant to Listing Rule 10.11 and Chapter 2E of the Corporations Act for the issue of 16,500,000 Officer Options as follows:

<b>Director</b>	<b>Number of Officer A Options</b>	<b>Number of Officer B Options</b>	<b>Total Number of Officer Options</b>
Mr Chris Noone	3,500,000	7,000,000	10,500,000
Mr Adrian Bunter	1,500,000	1,500,000	3,000,000
Mr Joshua Landau	1,500,000	1,500,000	3,000,000
	<b>6,500,000</b>	<b>10,000,000</b>	<b>16,500,000</b>

The Board acknowledges that the grant of Officer Options to directors may be contrary to Recommendation 8.2 of The Corporate Governance Principles and Recommendations (3<sup>rd</sup> Edition) as published by The ASX Corporate Governance Council. However, the Board considers the grant of Officer Options to directors is reasonable in the circumstances given the Company's size and stage of development, and that the incentives represented by the issue of the Officer Options are a cost effective and efficient reward and incentive, as opposed to alternative forms of incentive, such as the payment of cash compensation. It is also not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Officer Options upon the terms proposed.

Currently, the Company's Non-Executive Directors each receive Directors' total fees of \$30,000 per annum. The remuneration that the Non-Executive Directors receive for performing their duties as a Director is below the average remuneration levels for directors of companies with similar size to the Company's. The grant of the Officer Options is a cash free, effective and efficient way to provide Directors with an appropriate and market level of Directors' remuneration.

An alternative to the issue of the Officer Options would be to increase the Directors' cash remuneration. However, given the current stage of development of the Company, and the necessity for cash resources to be preserved and directed into the growth of the Company's business, the Board considers the issue of the Officer Options to be an appropriate cash-free method of remunerating the Directors for their commitment and contribution to the Company.

It should be noted that the Officer Options only deliver economic value to Directors if the market price of Shares increases above the relevant exercise price, and only if the Director pays the necessary funds to Collaborate to convert the Officer Options into

Shares. In respect of the Officer A Options, the Directors may benefit only once the market price of Share has increased 25% above the volume-weighted average market price of the Shares for the twenty (20) trading days immediately prior to the issue of Officer Options. For the Officer B Options, the Directors' can benefit once the market price of Shares has increased 100% above the volume-weighted average market price of the Shares for the twenty (20) trading days immediately prior to the issue of Office Options. Based on the trading history immediately prior to 29 September 2017, the exercise price of Officer A Options would be \$0.04 and for Officer B Options would be \$0.064. Refer to section 4.3 (l) for information on the amounts the Officer Options may raise if exercised by the Directors.

The respective exercise prices of the Officer Options have been set to align the Directors' interests with all interests of the Company's Shareholders such that rewards are only obtained if the market price of the Shares increases.

Resolutions 4, 5, 6, 8, 9 and 10 are ordinary resolutions.

4.2 Reason approval required

Shareholder approval is required under Listing Rule 10.11 and section 208 of the Corporations Act because the directors are related parties of the Company.

Listing Rule 10.11 requires shareholder approval for the issue of securities to a related party of the Company unless an exception applies under Listing Rule 10.13.

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

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the provision (set out in Sections 210 to 216); or
- (b) prior shareholder approval is obtained to the giving of the financial benefit (in accordance with Sections 217 to 227).

It is the view of the Directors that the exceptions under Chapter 2E of the Corporations Act and Listing Rule 10.12 may not apply in the current circumstances. Accordingly, Shareholder approval pursuant to Chapter 2E of the Corporations Act and ASX Listing Rule 10.11 is required for the issue of Officer Options to directors (or their nominees).

4.3 Specific information required by Listing Rule 10.13 and section 219 of the Corporations Act

Listing Rule 10.13 and section 219 of the Corporations Act require that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval for the issue of Officer Options:

- (a) A total of 16,500,000 Officer Options will be issued to the Directors (or their nominees) as follows:

Director	Number of Officer A Options	Number of Officer B Options	Total Number of Officer Options
Mr Chris Noone	3,500,000	7,000,000	10,500,000
Mr Adrian Bunter	1,500,000	1,500,000	3,000,000
Mr Joshua Landau	1,500,000	1,500,000	3,000,000
	<b>6,500,000</b>	<b>10,000,000</b>	<b>16,500,000</b>

- (b) The maximum number of securities to be issued is 16,500,000 Officer Options.
- (c) The Company will issue the Officer Options no later than one month after the date of the Meeting or such longer period of time as ASX may in its discretion allow, and it is anticipated that the issue will occur on one date.
- (d) Each of the Officer A and Office B Options will have an issue price of nil accordingly no funds will be raised. Each of the Officer Options entitles the holder to subscribe for one Share at an exercise price which will be:
  - (i) for each Officer A Option, a 25% premium to the volume-weighted average market price for Shares for the twenty (20) trading days immediately prior to the issue of Officer A Options; and
  - (ii) for each Officer B Option, a 100% premium to the volume-weighted average market price for Shares for the twenty (20) trading days immediately prior to the issue of Officer B Options,

and will have a 3-year term from the date of issue.

Refer to Schedule 2 for the entire terms and conditions of the Officer Options. The Shares issued on exercise of the Officer

Options will rank equally with the Company's existing Shares then on issue.

- (e) The directors have interests in Resolutions 4, 5, 6, 8, 9 and 10 and therefore believe that it is inappropriate to make a recommendation.
- (f) The Black Scholes Pricing Model has been used to value the Officer Options, with the following assumptions:
- (i) the risk free rate of interest of 2.15% is the Australian Government 3 year bond rate;
  - (ii) the underlying security spot price of \$0.032 used for the purposes of this valuation is based on the Share price of the Company as at 29 September 2017;
  - (iii) the estimated volatility used in the valuation is 76%;
  - (iv) for the purposes of the valuation, no future dividend payments have been forecast; and
  - (v) for the purposes of the valuation it is assumed that the Officer Options will be issued on 29 September 2017.

Based on the above, the total of the fair value of the Officer Options at 29 September 2017 is as follows:

Director	Fair Value of Officer A Options	Fair Value of Officer B Options	Total Fair Value of Officer Options
Mr Chris Noone	\$50,291	\$74,278	\$124,569
Mr Adrian Bunter	\$21,553	\$15,917	\$37,470
Mr Joshua Landau	\$21,553	\$15,917	\$37,470
	<b>\$93,397</b>	<b>\$106,112</b>	<b>\$199,509</b>

- (g) As at the date of this Notice of Meeting, the directors have the following interests in securities of the Company:

Director	Shares	Options
Mr Chris Noone	1,350,000	6,300,000 <sup>1</sup>
Mr Adrian Bunter	3,913,738	2,500,000 <sup>2</sup>
Mr Joshua Landau	-	-

1. Comprising 2,150,000 Executive A Options, 2,650,000 Executive B Options and 1,500,000 Officer Options, all with varying exercise prices, vesting conditions and expiry dates pursuant to the terms of Mr Noone's executive services agreement with the Company and issues approved by Shareholders.
  2. Comprising 1,000,000 Director Options and 1,500,000 Officer Options with varying exercise prices and expiry dates pursuant to the issues approved by Shareholders.
- (h) The remuneration and emoluments from the Company to the directors proposed for the current financial year on an annualised basis and actual for the previous two completed financial years are as follows:

Director	Proposed in Current Financial Year 2018		2017		2016	
	Salary and Fees \$	Options \$	Salary and Fees \$	Options \$	Salary and Fees \$	Options \$
Mr Chris Noone <sup>1</sup>	246,375	124,569	267,325	12,653	254,000	53,586
Mr Adrian Bunter	30,000	37,470	30,000	Nil	30,000	25,350
Mr Joshua Landau <sup>2</sup>	30,000	37,470	30,000	Nil	5,000	Nil

1. Mr Noone may receive an additional \$80,000 per annum in short term cash incentives.
  2. Appointed as a director on 18 May 2016.
- (i) If the Shareholders approve the issue of the Officer Options to the Directors, the exercise of the Officer Options will result in a dilution of all other Shareholders' holdings in the Company of approximately 2.66% (assuming no other Shares are issued and no other Options are exercised) as follows:

Director	Dilutionary effect of Officer A Options	Dilutionary effect of Officer B Options	Dilutionary effect of Officer Options
Mr Chris Noone	0.57%	1.13%	1.70%
Mr Adrian Bunter	0.24%	0.24%	0.48%
Mr Joshua Landau	0.24%	0.24%	0.48%
	<b>1.05%</b>	<b>1.61%</b>	<b>2.66%</b>

- (j) The market price for Shares during the term of the Officer Options would normally determine whether or not the Officer Options are exercised. If, at any time any of the Officer Options are exercised and the Shares are trading on ASX at a price that is higher than the exercise price of the Officer Options, there may be a perceived cost to the Company.
- (k) Historical Share price information for the last 12 months is as follows:

	Price	Date
Highest	\$0.043	31 May 2017
Lowest	\$0.017	30 January 2017 and 8 February 2017
Last	\$0.034	10 October 2017

- (l) The Officer Options will be issued for nil cash consideration. Accordingly, no funds will be raised. However, the Officer Options will raise funds if they are exercised by the Directors (or their nominees). Assuming an exercise price of \$0.04 for the Officer A Options and \$0.064 for the Officer B Options (calculated based on the volume-weighted average market price for Shares for the twenty (20) trading days immediately prior to 29 September 2017), the Officer Options may raise funds if they are exercised by the Directors as follows:

Director	Amount raised if Officer A Options are exercised	Amount raised if Officer B Options are exercised	Amount raised if All Officer Options are exercised
Mr Chris Noone	\$140,000	\$448,000	\$588,000
Mr Adrian Bunter	\$60,000	\$96,000	\$156,000
Mr Joshua Landau	\$60,000	\$96,000	\$156,000
	<b>\$260,000</b>	<b>\$640,000</b>	<b>\$900,000</b>

No decision has been made on how funds raised from the exercise of Officer Options will be used. The Board will consider the circumstances of the Company at the time the funds are raised.

- (m) The primary purpose of the issue of the Officer Options to the Directors (or their respective nominees) is to provide a performance linked incentive component in their respective remuneration packages to motivate and reward their performance in their roles as Directors.
- (n) Other than the information above and otherwise in this Explanatory Memorandum, the Board believes that there is no other information that would be reasonably required by Shareholders to pass Resolutions 4, 5, 6, 8, 9 and 10.
- (o) A voting exclusion statement has been included for each Resolution.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Options to Messrs Noone, Bunter and Landau (or their nominees) as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Options to Messrs Noone, Bunter and Landau (or their nominees) will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1

#### 4.4 Board Recommendation

Mr Noone declines to make a recommendation to Shareholders in relation to Resolutions 4 and 8 due to Mr Noone's material personal interest in the outcome of those Resolutions on the basis that Mr Noone is to be granted Officer Options in the Company should Resolutions 4 and 8 be passed. However, in respect of Resolutions 5, 6, 9 and 10, Mr Noone recommends that Shareholders vote in favour of those Resolutions for the reasons set out in section 4.1 above.

Mr Bunter declines to make a recommendation to Shareholders in relation to Resolutions 5 and 9 due to Mr Bunter's material personal interest in the outcome of those Resolutions on the basis that Mr Bunter is to be granted Officer Options in the Company should Resolutions 5 and 9 be passed. However, in respect of Resolutions 4, 6, 8 and 10, Mr Bunter recommends that Shareholders vote in favour of those Resolutions for the reasons set out in section 4.1 above.

Mr Landau declines to make a recommendation to Shareholders in relation to Resolutions 6 and 10 due to Mr Landau's material personal interest in the outcome of those Resolutions on the basis that Mr Landau is to be granted Officer Options in the Company should Resolutions 6 and 10 be passed. However, in respect of Resolutions 4, 5, 8 and 9, Mr Landau recommends that Shareholders vote in favour of those Resolutions for the reasons set out in section 4.1 above.

#### 4.5 Proxy Voting Restrictions

Please see section 1.4 of this Explanatory Memorandum for the proxy voting restrictions that apply to Resolutions 4, 5, 6, 8, 9 and 10.

4.6 Voting Intention

The Chairman of the meeting intends to vote all available proxies in favour of Resolutions 4, 5, 6, 8, 9 and 10.

**5. Resolutions 7 and 11 – Approval of issue of Officer Options to Company Secretary**

5.1 General

Resolutions 7 and 11 seek Shareholder approval pursuant to Listing Rule 7.1 to issue a total of 1,000,000 Officer Options, consisting of 500,000 Officer A Options and 500,000 Officer B Options to Ms Karen Logan (or her nominee(s)), the Company Secretary of the Company.

The Board considers the grant of Officer Options to the Company Secretary is reasonable in the circumstances given the Company's size and stage of development, and that the incentives represented by the issue of the Officer Options are a cost effective and efficient remuneration, as opposed to alternative forms of consideration, such as the payment of cash compensation.

Resolution 7 and 11 are ordinary resolutions.

A summary of ASX Listing Rule 7.1 is set out in section 3.1 above.

5.2 Reason approval required

The effect of Resolutions 7 and 11 will be to allow the Company to issue the Officer Options during the period of 3 months after the Meeting (or a longer period, if allowed by the ASX), without using the Company's 15% annual placement capacity.

5.3 Specific information required by Listing Rule 7.3 for the purpose of Listing Rule 7.1

- (a) The maximum number of securities to be issued is 1,000,000 Officer Options, consisting of 500,000 Officer A Options and 500,000 Officer B Options.
- (b) The Company will issue the Officer Options no later than three months after the date of the Meeting or such longer period of time as ASX may in its discretion allow, and it is anticipated that the issue will occur on one date.
- (c) The Officer Options will be issued for nil cash consideration. Accordingly, no funds will be raised. However, the Officer Options will raise funds if exercised by Ms Logan (or her nominee(s)). Assuming an exercise price of \$0.04 for the Officer A Options and \$0.064 for the Officer B Options (calculated based on the volume-weighted average market price for Shares for the twenty (20) trading days immediately prior to 29 September 2017), the Officer Options may raise funds if they are exercised by the Ms Logan as follows:

<u>Company Secretary</u>	<u>Amount raised if Officer A Options are exercised</u>	<u>Amount raised if Officer B Options are exercised</u>	<u>Amount raised if All Officer Options are exercised</u>
Ms Karen Logan	\$20,000	\$32,000	\$52,000

No decision has been made on how funds raised from the exercise of Officer Options will be used. The Board will consider the circumstances of the Company at the time the funds are raised.

- (d) The Officer Options will be issued to Ms Logan (or her nominee(s)) who is not a related party of the Company.
- (e) Each Officer A and Officer B Option will have an issue price of nil. Each of the Officer Options entitles the holder to subscribe for one Share at an exercise price which will be:
  - (i) for each Officer A Option, a 25% premium to the volume-weighted average market price for Shares for the twenty (20) trading days immediately prior to the issue of Officer A Options; and
  - (ii) for each Officer B Option, a 100% premium to the volume-weighted average market price for Shares for the twenty (20) trading days immediately prior to the issue of Officer B Options,

and will have a 3-year term from the date of issue.

Refer to Schedule 2 for the entire terms and conditions of the Officer Options. The Shares issued on exercise of the Officer Options will rank equally with the Company's existing Shares then on issue.

(f) A voting exclusion statement has been included for each Resolution.

5.4 Additional information provided for Shareholders

- (i) The directors believe that Resolutions 7 and 11 provide a cost-effective and efficient incentive for the Company to provide, as opposed to alternative forms of consideration.
- (ii) The Black Scholes Pricing Model has been used to value the Officer Options and the inputs used are listed above in 4.3(f). the total fair value of the Officer Options to the Company Secretary is as follows:

<b>Company Secretary</b>	<b>Fair Value of Officer A Options</b>	<b>Fair Value of Officer B Options</b>	<b>Total Fair Value of Officer Options</b>
Ms Karen Logan	\$7,184	\$5,306	\$12,490

- (iii) If the Shareholders approve the issue of the Officer Options to the company secretary, the exercise of the Officer Options will result in a dilution of all other Shareholders' holdings in the Company of approximately 0.15% (assuming no other Shares are issued).
- (iv) Historical Share price information for the last 12 months is listed above in 4.3(k).
- (v) Other than the information above and otherwise in this Explanatory Memorandum, the Company believes that there is no other information that would be reasonably required by Shareholders to pass Resolutions 7 and 11.

5.5 Board Recommendation

The Board recommends Shareholders vote in favour of the Resolutions.

5.6 Voting Intention

The Chairman of the Meeting intends to vote undirected proxies in favour of the Resolutions.

**6 Resolution 12 – Approval of 10% Placement Capacity**

6.1 Background

Listing Rule 7.1A enables an Eligible Entity (as defined below) to issue Equity Securities (as defined below) up to 10% of their issued share capital over up to a 12 month period after the annual general meeting at which a resolution for the purposes of Listing Rule 7.1A is passed by special resolution (**10% Placement Capacity**) without using that company's existing 15% annual placement capacity granted under ASX Listing Rule 7.1.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (a) has a market capitalisation of \$300 million or less (excluding restricted securities and securities quoted on deferred settlement basis); and
- (b) is not included in the S&P ASX 300 Index.

The Company is an Eligible Entity for the purposes of Listing Rule 7.1A as it is not included in the S&P ASX 300 Index and has a current market capitalisation less than \$300 million.

An Equity Security is a share, a unit in a trust, a right to a share or unit in a trust or option, an option over an issued or unissued security, a convertible security, or, any security that ASX decides to classify as an equity security.

Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company.

As at the date of this Notice the Company has only one class of quoted Equity Securities on issue, being the Shares (ASX: CL8).

If Shareholders approve Resolution 12, the number of Equity Securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

Resolution 12 is a special resolution, requiring approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) in order to be passed.



6.2 Specific Information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the information is provided below in relation to Resolution 12:

- (a) The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:
- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
  - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) Any issue of Equity Securities under the 10% Placement Capacity will dilute the interests of those Shareholders who do not receive any Shares under the issue. There is also a risk that:
- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
  - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders of the issue of the maximum number of Equity Securities under the 10% Placement Capacity using variables for the number of ordinary securities for variable "A" (as defined in Listing Rule 7.1A) and the market price of Shares. It is noted that the variable "A" is based on the number of ordinary securities the Company has on issue at the time of the proposed issue of Equity Securities.

The table shows:

- (i) examples where variable "A" is at its current level and where variable "A" has increased by 50% and 100%;
- (ii) examples of where the issue price of ordinary securities is the current market price as at close of trade on 29 September 2017, being \$0.032, (**current market price**), where the issue price is halved, and where it is doubled; and
- (iii) the dilutionary effect will always be 10% if the maximum number of Equity Securities that may be issued under the 10% Placement Capacity are issued.

Variable "A"	Number of Shares issued and funds raised under the Additional 10% Placement Capacity and dilution effect	Dilution		
		\$0.016 Issue Price at half the current market price	\$0.032 Issue Price at current market price	\$0.064 Issue Price at double the current market price
<b>Current Variable A</b> 619,117,857 Shares	Shares issued	61,911,786	61,911,786	61,911,786
	Funds raised	\$990,589	\$1,981,177	\$3,962,354
<b>50% increase in current Variable A</b> 928,676,786 Shares	Shares issued	92,867,679	92,867,679	92,867,679
	Funds raised	\$1,485,883	\$2,971,766	\$5,943,531
<b>100% increase in current Variable A</b> 1,238,235,714 Shares	Shares issued	123,823,571	123,823,571	123,823,571
	Funds raised	\$1,981,177	\$3,962,354	\$7,924,709

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

Note this table assumes:

- (iv) No Options are exercised before the date of the issue of the Equity Securities.
- (v) The issue of Equity Securities under the 10% Placement Capacity consists only of Shares.
- (vi) There are currently 619,117,857 Shares on issue.

- (vii) The issue price set out above is the closing price of the Shares on the ASX on 29 September 2017.
  - (viii) The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
  - (ix) The Company has not issued any Equity Securities in the 12 months prior to 29 September 2017 that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1 or 7.4.
  - (x) The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. It is assumed that no Options are exercised into Shares before the date of issue of the Equity Securities.
  - (xi) The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
  - (xii) This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
  - (xiii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
  - (xiv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.
- (c) Shareholders should note that there is a risk that:
- (i) the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
  - (ii) the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

The Equity Securities may be issued under the 10% Placement Capacity commencing from the date of the Annual General Meeting until the earlier of:

- (i) the date that is 12 months after the date of the Annual General Meeting; and
- (ii) the date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to that nature of scale of activities) or Listing Rule 11.2 (disposal of main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid).

**(10% Placement Capacity Period).**

- (d) The Company may issue the Equity Securities under the 10% Placement Capacity for the following purposes:
- (i) cash consideration. If Equity Securities are issued for cash consideration, the Company intends to use the funds raised towards driving the growth of the peer-to-peer marketplaces through marketing, public relations and product development activities and to pursue investment opportunities that align with the Company's peer-to-peer strategy, supplementing the Company's working capital and covering the costs of the issue of Equity Securities; or
  - (ii) non-cash consideration for the settlement of liabilities of the Group or the acquisition of complementary assets and investments. If Equity Securities are issued for non-cash consideration, the Company will comply with Listing Rule 7.1A.3 in relation to such issue and will release the valuation of the non-cash consideration to the market.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

- (e) Allocation policy under the 10% Placement Capacity

The recipients of the Equity Securities to be issued under the 10% Placement Capacity have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

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

- (i) the purpose of the issue;
- (ii) the methods of raising funds that are available to the Company, including but not limited to, entitlements issues or other issues in which existing security holders may participate;
- (iii) the effect of the issue of the Equity Securities on the control of the Company;
- (iv) the dilutionary effect of the proposed issue of the Equity Securities on existing Shareholders at the time of proposed issue of Equity Securities;

- (v) the circumstances of the Company, including, but not limited to, the financial situation and solvency of the Company; and
  - (vi) advice from professional advisers, including corporate, financial and broking advisers (if applicable).
- (f) Previous approval under ASX Listing Rule 7.1A
- (i) The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its Annual General Meeting held on 22 November 2016 (**Previous Approval**).
  - (ii) Pursuant to the Previous Approval, the Company issued 33,333,333 Shares on 26 April 2017 at an issue price of \$0.03 per Share to RACV; and
  - (iii) During the 12-month period preceding the date of the Meeting, the Company also issued a further 172,589,484 Shares and 16,693,244 Options. This, together with the Shares issued under the Previous Approval, represents approximately 36.42% of the total diluted post-consolidation number of Equity Securities on issue in the Company at the commencement of that 12-month period.
  - (iv) Further details of the issue of Equity Securities by the Company during the 12-month period preceding the date of the Meeting are set out in Schedule 3.
- (g) Compliance with ASX Listing Rules 7.1A.4 and 3.10.5A
- When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must give to ASX:
- (i) a list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
  - (ii) the information required by Listing Rule 3.10.5A for release to the market.

#### 6.3 Voting Exclusion

A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not invited any existing Shareholder to participate in an issue of Equity Securities under ASX Listing Rule 7.1A. Therefore, no Shareholder will be excluded from voting on Resolution 12.

#### 6.4 Board recommendation

The Board recommends Shareholders vote in favour of the Resolution.

#### 6.5 Voting intention

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

## GLOSSARY

\$ means an Australian dollar.

**10% Placement Capacity** has the meaning given in Section 6.1.

**Annual General Meeting** means the annual general meeting the subject of this Notice.

**Annual Report** has the same meaning as Financial Report.

**AEDT** means Australian Eastern Daylight 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.

**Auditor** means the Company's auditor from time to time, at the date of the Notice, being HLB Mann Judd (WA Partnership).

**Auditor's Report** means the auditor's report on the Financial Report.

**Board** means the board of directors of the Company.

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

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

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

**Constitution** means the Company's constitution.

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

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

**Directors' Report** means the annual directors' report prepared under Chapter 2M of the Corporations Act.

**Eligible Entity** means an entity that, at the date of the relevant general meeting:

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

**Equity Securities** includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

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

**Facilities** has the meaning given in section 4 of the Explanatory Memorandum.

**Financial Report** means the annual financial report of the Company and its controlled entities prepared under Chapter 2M of the Corporations Act.

**Group** means the Company and its subsidiaries.

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

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

**New A Option** means an Option granted pursuant to Resolution 3 with the terms and conditions set out in Schedule 1.

**New B Option** means an Option granted pursuant to Resolution 3 with the terms and conditions set out in Schedule 1.

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

**Officer Option** means an Option granted pursuant to Resolutions 4 to 11 with the terms and conditions set out in Schedule 2.

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

**Optionholder** 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.

**RACV** means RACV Investment Holdings Pty Ltd (ABN 46 063 544 472) or its associates.

**RACV Option** has the meaning given in Section 3 of the Explanatory Memorandum.

**Remuneration Report** means the remuneration report as contained in the Directors' report section of the Company's annual financial report for the year ended 30 June 2017.

**Schedule** means a schedule to the Explanatory Memorandum.

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

**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.

**Variable A** means "A" as set out in the formula in ASX Listing Rule 7.1A(2).

**SCHEDULE 1**

**Terms and Conditions of RACV Options**

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

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**Interpretation**

(a) Definitions

In these terms:

Applicable Law means the Corporations Act and the ASX Listing Rules.

Exercise Period means the period ending on the Expiry Date.

Exercise Price means:

- (i) \$0.031 per New A Option; or
- (ii) \$0.050 per New B Option.

Expiry Date means 24 April 2020.

Expiry Time means 11:59pm (AEST) on the Expiry Date.

Holder means, in respect of an Option, the person recorded as the holder of that Option in the Company's registers.

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**Options**

(a) Entitlement

Each Option entitles the Holder to subscribe (in cash) for 1 Share at the Exercise Price in accordance with these terms.

(b) No Quotation

The Options will not be quoted on ASX.

(c) Transfer

The Options may not be transferred.

(d) Expiry

An Option expires at the Expiry Time.

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**Exercise**

(a) Time of exercise

(i) (New A Options) If during the Exercise Period the closing price of the Shares remains above \$0.04 for 20 consecutive trading days on the ASX, the Holder may exercise all (but not some) of the New A Options within 5 trading days of the end of that 20 trading day period. If the Holder does not exercise the New A Options in accordance with this clause 3.1(a), the New A Options will be cancelled for no consideration.

(ii) (New B Options) If during the Exercise Period the closing price of the Shares remains above \$0.065 for 20 consecutive trading days on the ASX, the Holder may exercise all (but not some) of the New B Options within 5 trading days of the end of that 20 trading day period. If the Holder does not exercise the New B Options in accordance with this clause 3.1(b), the New B Options will be cancelled for no consideration.

(b) Manner of exercise

The Holder may only exercise the Options at a time when the Options can be exercised by delivery to the Company of:

- (i) a notice addressed to the Company and signed by the Holder stating the Holder exercises the Options;
  - (ii) payment to the Company of the Exercise Price for each Option exercised; and
  - (iii) if the Company has issued a certificate for the Options, the certificate for the Options or if the certificate for the Options has been lost, mutilated or destroyed, a declaration to that effect, accompanied by an indemnity in favour of the Company against any loss, costs or expenses which might be incurred by the Company as a consequence of its relying on the declaration that the certificate has been lost, mutilated or destroyed.
- 

**Issue of Shares**

(a) Issue

(i) The Company must issue to the Holder the Shares to be issued on exercise of an Option within 15 Business Days of the date on which the notice of exercise took effect.

(ii) Subject to the Applicable Law, the Company must deliver to the Holder a holding statement or certificate (as the case maybe) for the Shares issued on exercise of an Option within 5 Business Days of their issue.

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(b) Ranking

- (i) Subject to clause (b)(ii), all Shares issued pursuant to the exercise of Options will, subject to the constitution of the Company, rank in all respects (including rights to dividends) equally with the existing Shares at the date of issue.
- (ii) A Share issued pursuant to the exercise of an Option is only entitled to receive a dividend where that Option is exercised and the Share is issued on or before the record date for that dividend.

(c) Quotation

The Company must promptly apply for quotation of Shares issued on exercise of an Option.

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Participation rights

There are no participation rights or entitlements inherent in the Options and the Holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

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Reconstruction of capital

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

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Change in exercise price

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

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## SCHEDULE 2

### Terms and Conditions of Officer Options

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

a. *Exercise Price*

The exercise price means:

- (a) for each Officer A Option, a 25% premium to the volume-weighted average market price for Shares for the twenty (20) trading days immediately prior to the issue of Officer A Options. for each Officer B Option, a 100% premium to the volume-weighted average market price for Shares for the twenty (20) trading days immediately prior to the issue of Officer B Options.

b. *Entitlement*

Each Option shall entitle the holder the right to subscribe (in cash) for one Share in the capital of the Company.

c. *Option Period*

The Options will expire at 5:00pm EST on the date that is three years after the date of grant of the Options (**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. *Ranking of Share Allotted on Exercise of Option*

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 issue.

e. *Voting*

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. *Transfer of an Option*

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.

g. *Method of Exercise of an Option*

- (a) 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.
- (b) 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.
- (c) 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.
- (d) 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.
- (e) 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.
- (f) 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. *ASX Quotation*

Application for quotation of the Options on the ASX will not be made.

i. *Reconstruction*

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.

j. *Participation in New Share Issues*

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.

k. *No Change of Options' Exercise Price or Number of Underlying Shares*

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 3**

**Issues of Equity securities since 23 November 2016:**

<b>Date</b>	<b>Number of Equity Securities</b>	<b>Class of Equity Securities and summary of terms</b>	<b>Names of recipients or basis on which recipients determined</b>	<b>Issue price and discount to Market Price on the date of issue<sup>1</sup></b>	<b>Form of consideration</b>	<b>Use of funds or intended use of funds for remaining consideration</b>
Issue: 6 January 2017 Appendix 3B: 6 January 2017	226,904	Unquoted Employee Options <sup>3</sup>	Employees of the Company	No issue price (non-cash consideration)	Issued to employees of the Company under Collaborate's Employee Incentive Option Plan ( <b>Plan</b> ). The Plan was approved by shareholders at the AGM held on 30 November 2015.  Current value: \$1,906 <sup>10</sup>	Not applicable.
Issue: 1 March 2017 Appendix 3B: 1 March 2017	316,622	Unquoted Employee Options <sup>4</sup>	Employees of the Company	No issue price (non-cash consideration)	Issued to employees of the Company under Collaborate's Plan.  Current value: \$2,768 <sup>11</sup>	Not applicable.
Issue: 4 April 2017 Appendix 3B: 4 April 2017	4,575,221	Shares <sup>2</sup>	Option holders who exercised quoted options	\$0.02 per Share	Cash  Amount raised: \$91,504 <sup>12</sup>  Amount spent: \$91,504	The funds will be used for working capital purposes.
Issue: 4 April 2017 Appendix 3B: 4 April 2017	500,000	Shares <sup>2</sup>	Mr Chris Noone, as an option holder who exercised unquoted options and a related party of the Company.	\$0.02 per Share	Cash  Amount raised: \$10,000 <sup>12</sup>  Amount spent: \$10,000	The funds will be used for working capital purposes.
Issue: 10 April 2017 Appendix 3B: 10 April 2017	2,486,488	Shares <sup>2</sup>	Option holders who exercised quoted options	\$0.02 per Share	Cash  Amount raised: \$49,730 <sup>12</sup>  Amount spent: \$49,730	The funds will be used for working capital purposes.

Date	Number of Equity Securities	Class of Equity Securities and summary of terms	Names of recipients or basis on which recipients determined	Issue price and discount to Market Price on the date of issue <sup>1</sup>	Form of consideration	Use of funds or intended use of funds for remaining consideration
Issue: 10 April 2017 Appendix 3B: 10 April 2017	10,250,000	Shares <sup>2</sup>	Underwriters, as an option holder who exercised quoted options	\$0.02 per Share	Offset against amounts advanced by underwriters of the CL80 Options, the terms of which were announced to ASX on 10 February 2017.  Amount raised: \$205,000 <sup>12</sup>  Amount spent: \$205,000	The funds will be used for working capital purposes.
Issue: 13 April 2017 Appendix 3B: 13 April 2017	6,005,790	Shares <sup>2</sup>	Option holders who exercised quoted options	\$0.02 per Share	Cash  Amount raised: \$120,116 <sup>12</sup>  Amount spent: \$120,116	The funds will be used for working capital purposes.
Issue: 19 April 2017 Appendix 3B: 19 April 2017	700	Shares <sup>2</sup>	Option holders who exercised quoted options	\$0.02 per Share	Cash  Amount raised: \$14 <sup>12</sup>  Amount spent: \$14	The funds will be used for working capital purposes.
Issue: 19 April 2017 Appendix 3B: 19 April 2017	12,500,000	Shares <sup>2</sup>	Underwriters, as an option holder who exercised quoted options	\$0.02 per Share	Offset against amounts advanced by underwriters of the CL80 Options, the terms of which were announced to ASX on 10 February 2017.  Amount raised: \$250,000 <sup>12</sup>  Amount spent: \$250,000	The funds will be used for working capital purposes.
Issue: 21 April 2017 Appendix 3B: 21 April 2017	9,190,323	Shares <sup>2</sup>	Option holders who exercised quoted options	\$0.02 per Share	Cash  Amount raised: \$183,806 <sup>12</sup>  Amount spent: \$183,806	The funds will be used for working capital purposes.

Date	Number of Equity Securities	Class of Equity Securities and summary of terms	Names of recipients or basis on which recipients determined	Issue price and discount to Market Price on the date of issue <sup>1</sup>	Form of consideration	Use of funds or intended use of funds for remaining consideration
Issue: 26 April 2017 Appendix 3B: 26 April 2017	33,333,333 (issued under ASX Listing Rule 7.1A)	Shares <sup>2</sup>	RACV	\$0.03 per Share  (10.00% discount to closing Market Price on the date of issue)	Cash  Amount raised: \$1,000,000 <sup>12</sup>  Amount spent: \$700,000	The funds raised have (and the remaining consideration will) principally be used to grow Collaborate's peer-to-peer marketplaces through marketing, PR and product development activities and supplement the Company's general working capital.
Issue: 26 April 2017 Appendix 3B: 26 April 2017	8,333,333	Unquoted New A Options <sup>5</sup>	RACV	No issue price (non-cash consideration)	Non-cash consideration  1-for-4 free attaching Options for the investor in the capital raising completed on 26 April 2017.  Current value: \$98,304 <sup>13</sup>	Not applicable
Issue: 26 April 2017 Appendix 3B: 26 April 2017	3,333,333	Unquoted New B Options <sup>6</sup>	RACV	No issue price (non-cash consideration)	Non-cash consideration  1-for-10 free attaching Options for the investor in the capital raising completed on 26 April 2017.  Current value: \$28,061 <sup>14</sup>	Not applicable
Issue: 28 April 2017 Appendix 3B: 28 April 2017	34,036,058	Shares <sup>2</sup>	Option holders who exercised quoted options	\$0.02 per Share	Cash  Amount raised: \$680,721 <sup>12</sup>  Amount spent: \$nil	The funds will be used for working capital purposes.
Issue: 28 April 2017 Appendix 3B: 28 April 2017	58,174,139	Shares <sup>2</sup>	Option holders who exercised quoted options	\$0.02 per Share	Cash  Amount raised: \$1,163,483 <sup>12</sup>  Amount spent: \$nil	The funds will be used for working capital purposes.

Date	Number of Equity Securities	Class of Equity Securities and summary of terms	Names of recipients or basis on which recipients determined	Issue price and discount to Market Price on the date of issue <sup>1</sup>	Form of consideration	Use of funds or intended use of funds for remaining consideration
Issue: 1 May 2017 Appendix 3B: 1 May 2017	7,456,600	Shares <sup>2</sup>	Option holders who exercised quoted options	\$0.02 per Share	Cash  Amount raised: \$149,132 <sup>12</sup>  Amount spent: \$nil	The funds will be used for working capital purposes.
Issue: 1 May 2017 Appendix 3B: 1 May 2017	159,272	Unquoted Employee Options <sup>7</sup>	Employees of the Company	No issue price (non-cash consideration)	Issued to employees of the Company under Collaborate's Plan.  Current value: \$2,109 <sup>15</sup>	Not applicable.
Issue: 1 May 2017 Appendix 3B: 1 May 2017	1,000,000	Unquoted Management Options <sup>8</sup>	Mr Robert Rattray, an employee of the Company.	No issue price (non-cash consideration)	Non-cash consideration.  Issued to Mr Rattray pursuant to his employment agreement.  Current value: \$14,148 <sup>16</sup>	Not applicable.
Issue: 4 May 2017 Appendix 3B: 4 May 2017	13,735,034	Shares <sup>2</sup>	Option holders who exercised quoted options	\$0.02 per Share	Cash  Amount raised: \$274,701 <sup>12</sup>  Amount spent: \$nil	The funds will be used for working capital purposes.
Issue: 10 May 2017 Appendix 3B: 10 May 2017	13,679,131	Shares <sup>2</sup>	Underwriters who exercised quoted options in accordance with underwriting agreements.	\$0.02 per Share	Cash  Amount raised: \$273,583 <sup>12</sup>  Amount spent: \$nil	The funds will be used for working capital purposes.
Issue: 1 September 2017 Appendix 3B: 1 September 2017	3,323,780	Unquoted Employee Options <sup>9</sup>	Employees of the Company	No issue price (non-cash consideration)	Issued to employees of the Company under Collaborate's Plan.  Current value: \$45,345 <sup>17</sup>	Not applicable.

**Notes:**

1. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the trading day of the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: CL8 (terms are set out in the Constitution).
3. Employee Options, exercisable at \$0.025 each, with an expiry date of 1 January 2020, unquoted. The terms and conditions were disclosed in the ASX announcement dated 6 January 2017.
4. Employee Options, exercisable at \$0.025 each, with an expiry date of 1 March 2020, unquoted. The terms and conditions were disclosed in the ASX announcement dated 1 March 2017.
5. New A Options, exercisable at \$0.031 each, with an expiry date of 24 April 2020, unquoted. The terms and conditions were disclosed in the ASX announcement dated 26 April 2017.
6. New B Options, exercisable at \$0.05 each, with an expiry date of 24 April 2020, unquoted. The terms and conditions were disclosed in the ASX announcement dated 26 April 2017.
7. Employee Options, exercisable at \$0.04 each, with an expiry date of 1 May 2020, unquoted. The terms and conditions were disclosed in the ASX announcement dated 1 May 2017.
8. Management Options, exercisable at \$0.036 each, with an expiry date of 1 May 2020, unquoted. The terms and conditions were disclosed in the ASX announcement dated 1 May 2017.
9. Employee Options, exercisable at \$0.0388 each, with an expiry date of 1 September 2020, unquoted. The terms and conditions were disclosed in the ASX announcement dated 1 September 2017.
10. In respect of the Employee Options issued 6 January 2017, the valuation was prepared internally and based on the Black-Scholes methodology.
11. In respect of the Employee Options issued 1 March 2017, the valuation was prepared internally and based on the Black-Scholes methodology.
12. The cash balance of the Company on 23 November 2016 was approximately \$238,695. The aggregate amount raised from issues of Equity Securities listed in Schedule 2 is \$4,551,790. The cash balance of the Company as at the date of this Notice is approximately \$2,806,224. The amount spent since 23 November 2016 to the date of this Notice has been approximately \$1,884,261. These funds have been spent on continued development of Collaborate's business units. The amount raised from issues of Equity Securities listed in Schedule 2 that remains unspent as at the date of this Notice is \$2,806,224. It is proposed that these funds will be used, together with the Company's other cash reserves, to drive growth of the peer-to-peer marketplaces through marketing, public relations and product development activities and to pursue investment opportunities that align with the Company's peer-to-peer strategy and to supplement the Company's working capital. This statement as it relates to the future use of funds is a statement of current intentions as at the date of this Notice. As with any budget, intervening events and new circumstances have the potential to affect the manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.
13. In respect of the New A Options issued on 26 April 2017, the valuation was prepared internally and based on the Black-Scholes methodology.
14. In respect of the New B Options issued on 26 April 2017, the valuation was prepared internally and based on the Black-Scholes methodology.
15. In respect of the Employee Options issued 1 May 2017, the valuation was prepared internally and based on the Black-Scholes methodology.
16. In respect of the Management Options issued on 1 May 2017, the valuation was prepared internally and based on the Black-Scholes methodology.
17. In respect of the Employee Options issued 1 September 2017, the valuation was prepared internally and based on the Black-Scholes methodology.

**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	<b>OR</b>	
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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 AEDT on Thursday, 23 November 2017 at York 1, 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.

**Authority for Chair to vote undirected proxies on remuneration-related resolution:** Where I/we appoint the Chair of the Meeting as my/our proxy (or where the Chair of the Meeting becomes my/our proxy by default), I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of Resolutions 1, 4, 5, 6, 8, 9 and 10 (except where I/we have indicated a different voting intention below) even though Resolutions 1, 4, 5, 6, 8, 9 and 10 are connected directly or indirectly with the remuneration of a member of Key Management Personnel of Collaborate Corporation Limited, which may include the Chair. I/we acknowledge that if the Chair of the Meeting is my/our proxy and I/we have not marked any of the boxes opposite Resolutions 1 to 12, the Chair of the Meeting intends to vote my/our proxy in favour of Resolutions 1 to 12.

**2. Items of Business**

Please mark  to indicate your voting directions.

	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
1. Non-Binding Resolution to Adopt Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Director – Mr Adrian Bunter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Ratification of Prior Issue – Shares and Options to RACV	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of Issue of Officer A Options – Mr Chris Noone	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of Issue of Officer A Options – Mr Adrian Bunter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Approval of Issue of Officer A Options – Mr Joshua Landau	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Approval of Issue of Officer A Options – Ms Karen Logan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Approval of Issue of Officer B Options – Mr Chris Noone	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Approval of Issue of Officer B Options – Mr Adrian Bunter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. Approval of Issue of Officer B Options – Mr Joshua Landau	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Approval of Issue of Officer B Options – Ms Karen Logan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Approval of 10% Placement Capacity	<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	Securityholder 2	Securityholder 3
Individual/ Sole Director and Sole Company Secretary	Director	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:** 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](mailto: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.