

ASX Announcement | 30 Oct 2017 Crowd Mobile Limited (ASX:CM8)

Crowd Mobile 2017 Annual General Meeting and Update

Monday, 30 October 2017 - Crowd Mobile Limited (ASX:CM8 & FWB:CM3) (**Crowd Mobile** or the **Company**) has released its attached Notice of 2017 Annual General Meeting which has been dispatched to all shareholders today. The 2017 Annual General Meeting (**AGM**) of Crowd Mobile is to be held on Tuesday 28 November 2017 at 2.00 pm (Melbourne time) at the offices of RSM Australia at Level 21, 55 Collins Street Melbourne, Victoria, 3000.

The Board is pleased to invite shareholders to our AGM where the highlights of the year, in both the strong financial performance of the business as well as progress against the Company's longer term strategic objectives, will be presented. Whilst in light of the Company's recent steady performance, we have decided to move from away from providing unaudited quarterly updates, the Board looks forward to providing shareholders an update on the performance of the business at the AGM, which continues to be in line with our expectations.

The Notice of Meeting for the AGM outlines the items of business to be considered and includes resolutions for the re-election of Directors as well as resolutions to approve our Chairman, Mr Theo Hnarakis, and CEO, Mr Domenic Carosa, to participate in the placement undertaken by the Company earlier this year and to purchase shares in the Company.

The Board believes it is important for Directors' and shareholders' interests to be aligned and encourages Directors to hold shares in the Company. The Board also confirms that it has received confirmation from its CEO, Domenic Carosa, that he does not intend to sell any of his Crowd Mobile shares. As advised to the ASX on 17 October 2017 Domenic Carosa sold 5.6m Crowd Mobile shares via a block trade to mainly institutional investors. The purpose of the sell down was to extinguish a personal tax liability relating to CM8 performance rights granted. Mr Carosa is the single largest shareholder with 9.75% of the Company. Mr Carosa confirms he is committed to the Company for the long term as displayed by him moving his family to Amsterdam 18 months ago in order to be closer to the business and the market.

We look forward to further updating our shareholders at the AGM and in the meantime, shareholders can learn more about the Company on our YouTube channel:

<https://www.youtube.com/crowdmobileTV>

Crowd Agency Launch http://crowd.agency/	https://youtu.be/v1VtkeHkOpQ
Commsec's Tom Piotrowski interview	https://youtu.be/_QHIFr5G69c
Wiseowl research analyst interview	https://youtu.be/n-2Qr3X1I3s
FNN FY17 results interview	http://bit.ly/2yV4waf
FY17 results Webinar	https://youtu.be/vtHf68K95i8

Ends

For further information, please contact:

Crowd Mobile

Domenic Carosa

Chief Executive Officer

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www.crowdmobile.com



About Crowd Mobile

Crowd Mobile is a global technology company creating digital platforms, building mobile products and working with digital influencers to make customers smile.

Crowd Mobile's business consists of three divisions: Q&A, Subscription and Crowd Media. The Q&A division connects those seeking answers with qualified experts, the Subscription division delivers mobile content including games, apps, music and video and the Crowd Media division is focused on the digital influencers industry. Crowd Media includes [Crowd.Agency](#) a digital influencer marketing agency and [Crowd.ly](#), an influencer commerce platform. All of the company's divisions are underpinned by its mobile payments and distribution network.

Australian (ASX:CM8) and German (FWB:CM3) stock exchanges.

To learn more please visit: www.crowdmobile.com



Notice of annual general meeting and explanatory memorandum

Crowd Mobile Limited

ACN 083 160 909

Date: Tuesday 28 November 2017

Time: 2.00 pm (Melbourne time)

Place: RSM Australia
Level 21, 55 Collins Street
Melbourne, Victoria, 3000

NOTICE OF 2017 ANNUAL GENERAL MEETING

NOTICE is given that the 2017 Annual General Meeting of Crowd Mobile Limited ACN 083 160 909 (the **Company**) will be held at RSM Australia, Level 21, 55 Collins Street Melbourne, Victoria, 3000 on Tuesday 28 November 2017 at 2.00 pm (Melbourne time)

BUSINESS OF THE MEETING

Shareholders are invited to consider the following items of business at the Annual General Meeting:

Ordinary Business

1. FINANCIAL AND RELATED REPORTS

Agenda Item	Financial and Related Reports
Description	To receive and consider the Financial Report of the Company and its controlled entities and the related Directors' and Auditor's Reports in respect of the financial year ended 30 June 2017.

2. ADOPTION OF REMUNERATION REPORT (NON-BINDING VOTE)

Resolution 1	Adoption of Remuneration Report (non-binding vote)
Description	Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the 2017 Annual Report and is available from the Company's website (www.crowdmobile.com). In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the directors or the Company.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT the Remuneration Report of the Company and its controlled entities for the year ended 30 June 2017 be adopted."</i>
Voting Exclusion	The Company will disregard any votes cast on this resolution: <ol style="list-style-type: none">by or on behalf of a member of Key Management Personnel (KMP) named in the remuneration report for the year ended 30 June 2017, or that KMP's Closely Related Party, regardless of the capacity in which the vote is cast;as a proxy by a member of the KMP at the date of the meeting, or that KMP's Closely Related Party, unless the vote is cast as a proxy for a person who is entitled to vote on this resolution:<ul style="list-style-type: none">in accordance with their directions of how to vote as set out in the proxy appointment; orby the Chairman of the Meeting pursuant to an express authorisation on the Proxy Form

3. ELECTION AND RE-ELECTION OF DIRECTORS

Resolution 2	Election of Sophie Karzis as Director
Description	Sophie Karzis was appointed as a Director on 2 November 2016 and retires as a Director in accordance with clause 12.4 of the Constitution and, being eligible under clause 12.4, offers herself for re-election.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT Sophie Karzis, who retires as a Director of the Company in accordance with ASX Listing Rule 14.4 and clause 12.4 of the Company's constitution and, being eligible, offers herself for re-election, be re-elected as a Director of the Company."</i>

Resolution 3	Re-election of Theo Hnarakis as Director
Description	Theo Hnarakis was appointed as a Director on 13 January 2015 and retires as a Director in accordance with clause 12.2 of the Constitution of the Company and, being eligible under clause 12.2, offers himself for re-election.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT Theo Hnarakis, who retires as a Director of the Company in accordance with ASX Listing Rule 14.4 and clause 12.2 of the Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."</i>

4. RATIFICATIONS AND APPROVAL OF ISSUE OF SECURITIES

Resolution 4	Ratification of issue of Placement Shares
Description	The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of shares made by the Company under the institutional placement of shares made on 28 April 2016 pursuant to the Company's 15% Placement Capacity.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the issue of the 23,109,626 Capital Raising Shares on 28 April 2017 on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."</i>
Voting Exclusion	The Company will disregard any votes cast on this resolution by any person who participated in the issue of the Capital Raising Shares and any of their associates. However, the Company need not disregard a vote if it is cast by: <ul style="list-style-type: none"> (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or (b) the person chairing the Meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.

Resolution 5	Ratification of issue of JGB Options
Description	Shareholder ratification is sought pursuant to ASX Listing Rule 7.4 for the issue of 1,000,000 options which were issued on 14 July 2017 (JGB Options), to refresh the Company's 15% Placement Capacity under ASX Listing Rule 7.1.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the issue of the 1,000,000 JGB Options on 14 July 2017 on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."</i>
Voting Exclusion	The Company will disregard any votes cast on this resolution by any person who participated in the issue of the JGB Options and any of their associates. However, the Company need not disregard a vote if it is cast by: (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or (b) the person chairing the Meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.

Resolution 6	Ratification of issue of 7.1A Capital Raising Shares
Description	The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for an issue of 17,659,604 fully paid ordinary shares issued by the Company on 28 April 2017, using the Company's 10% placement capacity under ASX Listing Rule 7.1A. (7.1A Capital Raising Shares)
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the issue of 17,659,604 7.1A Capital Raising Shares, made on 28 April 2017 on such terms and conditions more particularly described in the Explanatory Memorandum accompanying this Notice."</i>
Voting Exclusion	The Company will disregard any votes cast on this resolution by any person who may participate in the issue of 7.1A Capital Raising Shares and any of their associates. However, the Company need not disregard a vote if it is cast by: (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or (b) the person chairing the Meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.

5. APPROVAL OF ISSUE OF EQUITY SECURITIES TO DIRECTORS

Resolution 7	Approval of issue of Shares to Director
Description	The Company seeks shareholder approval for the issue of 384,615 Shares to Mr Theo Hnarakis (Chairman and Non-Executive Director of the Company) or his nominee(s), under a capital raising placement, without using the Company's 15% Placement Capacity.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT, for the purposes of Listing Rule 10.11 and for all other purposes, shareholder approval is given for the Company to issue 384,615 Shares to Mr Theo Hnarakis or his nominee(s), on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice"</i>
Voting Exclusion	The Company will disregard any votes cast on this resolution by Mr Theo Hnarakis or his nominee(s) or any other person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, and any of their associates. However, the Company need not disregard a vote if it is cast by: (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or; (b) the person chairing the Meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.

Resolution 8	Approval of issue of Shares to Director
Description	The Company seeks shareholder approval for the issue of 384,615 Shares to Mr Domenic Carosa (Chief Executive Officer and Executive Director of the Company) or his nominee(s), under a capital raising placement, without using the Company's 15% Placement Capacity.
Resolution (Ordinary)	To consider and, if thought fit, pass the following resolution as an ordinary resolution : <i>"THAT, for the purposes of Listing Rule 10.11 and for all other purposes, shareholder approval is given for the Company to issue 384,615 Shares to Mr Domenic Carosa or his nominee(s), on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice"</i>
Voting Exclusion	The Company will disregard any votes cast on this resolution by Mr Domenic Carosa or his nominee(s) or any other person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, and any of their associates. However, the Company need not disregard a vote if it is cast by: (c) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or; (d) the person chairing the Meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.

6. APPROVAL OF PERFORMANCE RIGHTS PLAN

Resolution 9	Approval of Performance Rights Plan
Description	The Company seeks shareholder approval for the Company's Performance Rights Share Plan for the purposes of the ASX Listing Rules and the Corporations Act.
Resolution (Ordinary)	To consider and if thought fit pass the following resolution as an ordinary resolution : <i>"THAT the issue of performance rights and underlying performance shares in the Company under the Company's Performance Rights Share Plan, the terms and conditions of which are summarised in the Explanatory Memorandum accompanying this Notice, be approved as an exception to ASX Listing Rule 7.1 in accordance with exception 9(b) of ASX Listing Rule 7.2."</i>
Voting Exclusion	The Company will disregard any votes cast on this resolution by: <ul style="list-style-type: none"> (a) any Director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) and any associates of those Directors; (b) Key Management Personnel and their Closely Related Parties. <p>However, the Company need not disregard a vote if it is cast by:</p> <ul style="list-style-type: none"> (c) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or; (d) the person chairing the Meeting as a proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides, where the proxy appointment expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel.

7. APPROVAL OF 10% PLACEMENT CAPACITY

Resolution 10	Approval of 10% Placement Capacity
Description	The Company seeks approval of shareholders to be able to issue Equity Securities of up to an additional 10% of its issued capital by way of placements over a 12-month period, in addition to its ability to issue securities under ASX Listing Rule 7.1.
Resolution (Special)	To consider and, if thought fit, pass the following resolution as a special resolution : <i>"THAT for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to an additional 10% of its issued Equity Securities by way of placements over a 12-month period, on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."</i>

Voting Exclusion	<p>The Company will disregard any votes cast on this resolution by any person who may participate in the issue of Equity Securities under this resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if the resolution is passed and any associates of those persons.</p> <p>However, the Company need not disregard a vote if it is cast by:</p> <ul style="list-style-type: none">(a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or;(b) the person chairing the Meeting as proxy for a person entitled to vote, in accordance with a direction on a proxy form to vote as the proxy decides.
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Dated: 30 October 2017

By order of the Board of Crowd Mobile Limited



Sophie Karzis
Company Secretary

QUESTIONS FROM SHAREHOLDERS

In order to provide an equal opportunity for all shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor, RSM Australia, in relation to the conduct of the external audit for the year ended 30 June 2017, or the content of its audit report. Please send your questions to:

The Company Secretary, **Crowd Mobile Limited**
Level 1, 61 Spring Street, Melbourne VIC 3000
T. 03 9286 7500
F. 03 9662 1472
E. sk@ccounsel.com.au

Written questions must be received by no later than **5.00 pm (Melbourne time) on Tuesday, 21 November 2017**.

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

In accordance with the *Corporations Act 2001* (Cth) and the Company's policy, a reasonable opportunity will also be provided to shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including Remuneration Report.

During the course of the Annual General Meeting, the Chairman will seek to address as many shareholder questions as reasonably practicable, and where appropriate, will give a representative of the auditor the opportunity to answer written questions addressed to it. However there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to shareholders.

VOTING INFORMATION

Voting by proxy

- (a) A shareholder entitled to attend and vote at the Annual General Meeting may appoint one proxy or, if the shareholder is entitled to cast 2 or more votes at the Meeting, 2 proxies, to attend and vote instead of the shareholder.
- (b) Where 2 proxies are appointed to attend and vote at the Meeting, each proxy may be appointed to represent a specified proportion or number of the shareholder's voting rights at the Meeting.
- (c) A proxy need not be a shareholder of the Company.
- (d) A proxy may be an individual or a body corporate. If a body corporate is appointed, the proxy form must indicate the full name of the body corporate and the full name or title of the individual representative of the body corporate for the Meeting.
- (e) A proxy form accompanies this Notice. If a shareholder wishes to appoint more than 1 proxy, they may make a copy of the proxy form attached to this Notice. For the proxy form to be valid it must be received together with the power of attorney or other authority (if any) under which the form is signed, or a

(notarially) **certified** copy of that power of authority **by 1.00 pm (Melbourne time) on Sunday 26 November 2017**:

Online [www.votingonline.com.au/crowdmobilea
gm2017](http://www.votingonline.com.au/crowdmobilea
gm2017)

By post Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001

**By
personal
delivery** Boardroom Pty Limited
Level 12, Grosvenor Place
225 George Street
Sydney NSW 2000

**By
facsimile** +61 9290 9655

Voting and other entitlements at the Annual General Meeting

A determination has been made by the Board of the Company under regulation 7.11.37 of the *Corporations Regulations 2001* that shares in the Company which are on issue at **7.00 pm (Melbourne time) on Sunday 26 November 2017** will be taken to be held by the persons who held them at that time for the purposes of the annual general Meeting (including determining voting entitlements at the Meeting).

Proxy voting by the Chair

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* (Cth), imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the chair of a Meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel. If you complete a proxy form that authorises the Chair of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on Resolutions 1 and 9. In accordance with this express authority provided by you, the Chairman will vote in favour of Resolution 1 and 9. If you wish to appoint the Chair of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form.

The Company's Chairman, Mr Theo Hnarakis, will chair the Meeting and intends to vote all available undirected proxies in favour of each item of business.

If you appoint as your proxy any Director of the Company, except the Chairman, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolutions 1 and 9, he or she will not vote your proxy on that item of business.

EXPLANATORY MEMORANDUM TO NOTICE OF 2017 ANNUAL GENERAL MEETING

1. FINANCIAL AND RELATED REPORTS

Item	Financial and related reports
Explanation	<p>Section 317 of the Corporations Act requires the Company's financial report, directors' report and auditor's report for the financial year ended 30 June 2017 to be laid before the Company's 2017 Annual General Meeting. There is no requirement for a formal resolution on this item.</p> <p>The financial report contains the financial statements of the consolidated entity consisting of Crowd Mobile and its controlled entities.</p> <p>As permitted by the Corporations Act, a printed copy of the Company's 2015 Annual Report has been sent only to those shareholders who have elected to receive a printed copy. A copy of the 2017 Annual Report is available from the Company's website (www.crowdmobile.com).</p> <p>The Chair of the meeting will allow a reasonable opportunity at the meeting for shareholders to ask questions. Shareholders will also be given a reasonable opportunity at the meeting to ask the Company's auditor RSM Australia questions about its audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2017, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of RSM Australia in relation to the conduct of the audit.</p>

2. ADOPTION OF REMUNERATION REPORT (NON-BINDING RESOLUTION)

Resolution 1	Adoption of Remuneration Report (non-binding resolution)
Explanation	<p>Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out in the Company's 2017 Annual Report and is available from the Company's website (www.crowdmobile.com).</p> <p>The Remuneration Report:</p> <ul style="list-style-type: none"> ▪ describes the policies behind, and the structure of, the remuneration arrangements of the Company and the link between the remuneration of executives and the Company's performance; ▪ sets out the remuneration arrangements in place for each Director and for certain members of the senior management team; and ▪ explains the differences between the basis for remunerating Non-Executive Directors and senior executives, including the Chief Executive Officer. <p>The vote on this item is advisory only and does not bind the Directors. The Board will take into account the discussion on this item and the outcome of the vote when considering the future remuneration policies and practices of the Company.</p>

Voting Exclusion	A voting exclusion statement applies to this resolution, as set out in the Notice.
Board Recommendation	The Directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.
Chair's available proxies	The Chair of the Meeting intends to vote all available proxies in favour of this Resolution 1.

3. ELECTION AND RE-ELECTION OF DIRECTORS

Resolutions 2 & 3	Election and Re-election of Directors
Explanation	<p>Clause 12.4 of the Company's constitution provides that any director appointed by the Board as an addition to the existing Directors holds office only until the next following general meeting and is then eligible for re-election at that meeting.</p> <p>Sophie Karzis was appointed as a Director on 2 November 2016, and in accordance with Clause 12.4 retires at the 2017 Annual General Meeting. She being eligible under clause 12.4 of the constitution, offers herself for re-election as a Director.</p> <p>Clause 12.2 of the Company's constitution requires one third of the Directors (rounded up to the nearest whole number), other than the Managing Director, to retire at each annual general meeting of the Company. Clause 12.2 further provides that the Director/s to retire under clause 12.2 are those who have held office as Director for the longest period of time since their last election to office.</p> <p>Theo Hnarakis, retires at the 2017 Annual General Meeting, and being eligible under clause 12.2 of the constitution, offers himself for re-election as Director.</p>
About Sophie Karzis	<p>Sophie Karzis was appointed to the Board of Crowd Mobile on 2 November 2016. Ms Karzis is currently a Non-Executive Director of the Company and the Company Secretary, and is considered to be an independent Director by the Board.</p> <p>Sophie is a practising lawyer with over 15 years' experience as a corporate and commercial lawyer, and company secretary and general counsel for a number of private and public companies. Sophie is the principal of Corporate Counsel, a corporate law practice with a focus on equity capital markets, mergers and acquisitions, corporate governance for ASX-listed entities, as well as the more general aspects of corporate and commercial law. Sophie is the company secretary of a number of ASX-listed and unlisted entities, and is a member of the Law Institute of Victoria as well as the Governance Institute of Australia.</p> <p>She holds a relevant interest in following securities in the Company</p> <ol style="list-style-type: none"> 1. 110,000 fully paid ordinary shares in the Company and 2. 1,510,000 options over fully paid ordinary shares: <ul style="list-style-type: none"> ▪ 500,000 options exercisable at \$0.29 on or before 10 July 2018; ▪ 1,000,000 options exercisable at \$0.39 on or before 10 December 2018 and ▪ 10,000 options exercisable at \$0.27 on or before 24 October 2018.

<p>About Mr Theo Hnarakis</p>	<p>Mr Theo Hnarakis was appointed to the Board of Crowd Mobile on 13 January 2015. He is a Non-Executive Director and the Chairman of the Board, and is considered to be an independent Director by the Board.</p> <p>Mr Hnarakis brings a wealth of experience working in the media industry and scaling Australian ASX listed technology businesses. He graduated from the University of South Australia with a Bachelor of Accounting and has held senior roles with News Corporation, Boral Group, the PMP Communications group and was the Managing Director and CEO of Melbourne IT until 2013. He has also held director roles with Neulevel, a JV with US based listed company, Neustar and with Advantate, a JV with Fairfax Media.</p> <p>Mr Hnarakis currently, is the Chairman of Dropsuite Ltd, a Non -Executive Director of QSR International Pty Ltd and advisory member on the Boards of Drop Suite Pty Ltd and Longlake Research.</p> <p>He holds a relevant interest in following securities in the Company</p> <ol style="list-style-type: none"> 1. 2,398,299 fully paid ordinary shares in the Company and 2. 3,211,012 options over fully paid ordinary shares: <ul style="list-style-type: none"> ▪ 1,000,000 options exercisable at \$0.29 on or before 10 July 2018; ▪ 2,000,000 options exercisable at \$0.39 on or before 10 December 2018; and ▪ 211,012 options exercisable at \$0.27 on or before 24 October 2020.
<p>Board Recommendation</p>	<p>The Board, with Ms Karzis and Mr Hnarakis abstaining from making a recommendation on Resolution 2 and 3 respectively, recommends that shareholders vote in favour of these resolutions.</p>
<p>Chairman's available proxies</p>	<p>The Chairman of the Meeting intends to vote all available proxies in favour of Resolutions 2 & 3. Mr Domenic Carosa will be Chairing the Meeting for the purposes of Resolutions 2&3.</p>

4. RATIFICATION OF PREVIOUS ISSUES OF SECURITIES ISSUED UNDER ASX LISTING RULE 7.1

Resolutions 4 and 5	Ratification of previous issues of securities
<p>Explanation</p>	<p>The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for previous issues of securities made by the Company during the last 12 months under ASX Listing Rule 7.1.</p>
<p>ASX Listing Rules</p>	<p>ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions under ASX Listing Rule 7.2, issue or agree to issue shares during any 12-month period in excess of 15% of the number of shares on issue at the commencement of that 12-month period without shareholder approval.</p> <p>ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1, by permitting the ratification of previous issues of shares which were not made under a prescribed exception under ASX Listing Rule 7.2 or with shareholder approval, provided that such issues did not breach the 15% threshold set out by Listing Rule 7.1. If shareholders of a company approve the ratification of such previous issues of shares at a general meeting, those shares will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1.</p> <p>Accordingly, if shareholders ratify the Company's previous issues of Shares (made under ASX Listing Rule 7.1) by way of approving Resolutions 4 and 55, those</p>

	Shares will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1 and will no longer be deducted from the Company's 15% Placement Capacity.
Reasons for Resolutions 4 and 5	The effect of the ratification sought under Resolutions 4 and 5 in accordance with ASX Listing Rule 7.4 is the reinstatement of the Company's maximum 15% Placement Capacity. This will effectively enable the Company to issue further shares of up to 15% of the issued capital of the Company, if required, in the next 12 months without requiring shareholder approval.

Specific information for Resolution 4 – Ratification of issue of Placement Shares

Information required to be provided under the ASX Listing Rules	<p>Resolution 4 seeks shareholder ratification of the issue of 23,109,626 Shares under a placement made on 28 April 2017 under the Company's 15% Placement Capacity.</p> <p>In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to shareholders:</p> <table style="width: 100%; border: none;"> <tr> <td style="width: 30%;">No. of securities issued under the 15% Placement Capacity</td> <td>23,109,626 fully paid ordinary shares</td> </tr> <tr> <td>Issue price per security</td> <td>The Placement Shares were issued at an issue price of \$0.13 per share</td> </tr> <tr> <td>Recipients of issue</td> <td>The Placement Subscribers</td> </tr> <tr> <td>Terms of securities</td> <td>Fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company</td> </tr> <tr> <td>Use of funds raised</td> <td>The funds raised were used by Crowd Mobile to strengthen the balance sheet and pay down the Company's debt</td> </tr> </table>	No. of securities issued under the 15% Placement Capacity	23,109,626 fully paid ordinary shares	Issue price per security	The Placement Shares were issued at an issue price of \$0.13 per share	Recipients of issue	The Placement Subscribers	Terms of securities	Fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company	Use of funds raised	The funds raised were used by Crowd Mobile to strengthen the balance sheet and pay down the Company's debt
No. of securities issued under the 15% Placement Capacity	23,109,626 fully paid ordinary shares										
Issue price per security	The Placement Shares were issued at an issue price of \$0.13 per share										
Recipients of issue	The Placement Subscribers										
Terms of securities	Fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company										
Use of funds raised	The funds raised were used by Crowd Mobile to strengthen the balance sheet and pay down the Company's debt										
Voting Exclusions	A voting exclusion statement applies to this item of business, as set out in the Notice.										
Board Recommendation	<p>The Directors believe that it is in the best interests of the Company that the Directors maintain their ability to issue up to 15% of the issued capital of the Company under ASX Listing Rule 7.1.</p> <p>The Directors consider it to be appropriate and prudent for approval to be sought at the General Meeting in respect of any issues of securities made by the Company in the last 12 months. The Directors believe this approval will enhance the Company's flexibility to raise equity capital, should the Directors consider that it is in the best interests of the Company to do so.</p> <p>In particular, the Directors note that if this approval is not obtained at the General Meeting, the Company may be required to incur the additional costs and delay of convening another general meeting of the Company if the Directors propose to issue securities which do not fall under an exception to the 15% rule in ASX Listing Rule 7.2.</p> <p>On the basis of the foregoing, the Directors unanimously recommend that shareholders vote in favour of Resolution 4.</p>										

Specific information for Resolution 5 – Ratification of issue of JGB Options

Information required to be provided under the ASX Listing Rules	<p>Resolution 5 seeks shareholder ratification of the issue of the JGB Options. The 1,000,000 JGB Options were issued on 14 July 2017. As announced to the ASX on 22 June 2017, the Company drew down \$3 million under its existing JGB loan facility, in order to finance repayment of the Track Vendor Debt. As part of this draw down, the Company has agreed to issue JGB with 1,000,000 options.</p> <p>In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to shareholders:</p> <p>No. of securities issued 1,000,000 options to acquire ordinary shares.</p> <p>Issue price per security The JGB Options were issued for nil consideration.</p> <p>Recipients of issue The JGB (Cayman) Newton Ltd; Company’s financier.</p> <p>Terms of securities The JGB Options were issued for nil consideration. Each JBG Option entitles its holder to acquire one fully paid ordinary share in the Company on the following terms:</p> <ul style="list-style-type: none"> ▪ Exercise price: \$0.25 each ▪ Expiry date: on or before 9 June 2020 <p>Use of funds raised The JGB Options were not quoted on the ASX, but the underlying shares issued upon the exercise of the JGB Options will be quoted and will rank equally with all existing ordinary shares on issue in the Company. There were no funds raised from the issue of the JGB Options. The Company drew down \$3 million under its existing JGB loan facility, in order to finance repayment of the Track Vendor Debt. As part of this draw down, the Company issued 1,000,000 options.</p>
Voting Exclusions	A voting exclusion statement applies to this item of business, as set out in the Notice.
Board Recommendation	The Directors unanimously recommend that shareholders vote in favour of this Resolution 5.
Chairman’s available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of these resolutions.

5. RATIFICATION OF PREVIOUS ISSUES OF SECURITIES UNDER ASX LISTING RULE 7.1A

Resolution 6	Ratification of issue of Placement Shares
Explanation	The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 17,659,604 Placement Shares.

<p>ASX Listing Rules</p>	<p>On 28 April 2017 the Company issued 17,659,604 fully paid ordinary shares pursuant to the Company's 10% Placement Capacity as part of the Placement.</p> <p>As shareholders will be aware, the Company sought and received shareholder approval under ASX Listing Rule 7.1A at the 2016 Annual General Meeting to issue shares of up to an additional 10% of its issued capital by way of placements over a 12-month period, in addition to its ability to issue Equity Securities under the its 15% Placement Capacity under ASX Listing Rule 7.1 (10% Placement Capacity).</p> <p>The Company seeks shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Capital Raising Shares.</p>										
<p>Reasons for Resolution 6</p>	<p>The effect of ratification (in accordance with ASX Listing Rule 7.4) of the issue of the Capital Raising Shares is the reinstatement of the Company's maximum capacity under ASX Listing Rule 7.1A. This will effectively enable the Company to issue further shares of up to an additional 10% of the issued capital of the Company (to the extent permitted by and subject to the conditions prescribed by ASX Listing Rule 7.1A).</p> <p>Save for as otherwise set out in this Notice, the Directors do not currently have any specific intention to make any further issue of shares under ASX Listing Rule 7.1A in the next 12 months.</p> <p>However, the Directors consider it to be appropriate and prudent for approval to be sought at the Meeting, in respect of the relevant issue of shares made by the Company in the last 12 months. The Directors believe this approval will enhance the Company's flexibility to finance its operations through raising equity capital, should the Directors consider it to be in the best interests of the Company to do so.</p>										
<p>Information required to be provided under the ASX Listing Rules 7.5</p>	<p>In accordance with ASX Listing Rule 7.5, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.4, the following information is provided to shareholders:</p> <table data-bbox="475 1272 1428 1760"> <tr> <td data-bbox="475 1272 678 1368">No. of securities issued</td> <td data-bbox="678 1272 1428 1368">17,659,604 fully paid ordinary shares.</td> </tr> <tr> <td data-bbox="475 1368 678 1442">Issue price per security</td> <td data-bbox="678 1368 1428 1442">\$0.13 per share.</td> </tr> <tr> <td data-bbox="475 1442 678 1570">Recipients of issue</td> <td data-bbox="678 1442 1428 1570">The Placement Subscribers (sophisticated, professional and institutional investors, being clients of Bell Potter Securities Limited and D.J. Carmichael Pty Limited that participated in the Placement).</td> </tr> <tr> <td data-bbox="475 1570 678 1644">Terms of securities</td> <td data-bbox="678 1570 1428 1644">Fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.</td> </tr> <tr> <td data-bbox="475 1644 678 1760">Use of funds raised</td> <td data-bbox="678 1644 1428 1760">The funds raised were used to further strengthen the Company's balance sheet, and to help support increased marketing initiatives and help solidify a number of material partnership opportunities.</td> </tr> </table>	No. of securities issued	17,659,604 fully paid ordinary shares.	Issue price per security	\$0.13 per share.	Recipients of issue	The Placement Subscribers (sophisticated, professional and institutional investors, being clients of Bell Potter Securities Limited and D.J. Carmichael Pty Limited that participated in the Placement).	Terms of securities	Fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.	Use of funds raised	The funds raised were used to further strengthen the Company's balance sheet, and to help support increased marketing initiatives and help solidify a number of material partnership opportunities.
No. of securities issued	17,659,604 fully paid ordinary shares.										
Issue price per security	\$0.13 per share.										
Recipients of issue	The Placement Subscribers (sophisticated, professional and institutional investors, being clients of Bell Potter Securities Limited and D.J. Carmichael Pty Limited that participated in the Placement).										
Terms of securities	Fully paid ordinary shares ranking pari-passu with other existing fully paid ordinary shares in the Company.										
Use of funds raised	The funds raised were used to further strengthen the Company's balance sheet, and to help support increased marketing initiatives and help solidify a number of material partnership opportunities.										
<p>Voting Exclusion Statement</p>	<p>A voting exclusion statement applies to this item of business, as set out in the Notice.</p>										
<p>Board Recommendation</p>	<p>The Directors unanimously recommend that shareholders vote in favour of this Resolution 6.</p>										
<p>Chairman's available proxies</p>	<p>The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution 6.</p>										

6. APPROVAL OF ISSUE OF SHARES TO DIRECTORS

Resolutions 7 & 8	Approval of issue of Shares to Directors
<p>Explanation</p>	<p>Mr Theo Hnarakis and Mr Domenic Carosa have each agreed that they or one of their nominees will participate in the Placement through the purchase of 384,615 fully paid ordinary shares in the Company at \$0.13 per share, subject to shareholder approval being obtained at the Annual General Meeting.</p> <p>The reason for the proposed purchase of shares in the Company Mr Hnarakis and Mr Carosa is to support the Company's capital raising initiative which was undertaken via the Placement.</p> <p>It is noted that Mr Carosa's proposed participation in the Placement will result in he and his associates having a relevant interest in 9.61% of the Company's shares, from a present voting power (before the issue of the Placement Shares) of 9.57%.</p>
<p>Approval not sought under Chapter 2E of the Australian Corporations Act</p>	<p>Mr Hnarakis and Mr Carosa are related parties of the Company by virtue of section 228(2) of the Australian Corporations Act.</p> <p>A "financial benefit" is defined in the Australian Corporations Act in broad terms and expressly includes a public company issuing securities. The giving of a financial benefit to a related party of a public company is ordinarily prohibited by Chapter 2E of the Australian Corporations Act. The exceptions to the general prohibition are where the benefit is given with the approval of shareholders or the benefit is given in one or more of the limited circumstances in which the giving of a financial benefit to a related party of a public company is permitted.</p> <p>One exception to the general rule is where the provision of the financial benefit is on terms that would be reasonable in the circumstances if the Company and the related party were dealing at arm's length terms (or on terms less favourable than arm's length).</p> <p>The Directors, with each of Mr Hnarakis and Mr Carosa abstaining respectively from making a determination, have determined that the proposed issue of shares to Mr Hnarakis and Mr Carosa the subject of Resolutions 7 and 8 are reasonable in the circumstances if the Company and each of Mr Hnarakis and Mr Carosa were dealing at arm's length terms. In making this determination, the Board took into account the fact that the agreement between the Company and each of Mr Hnarakis and Mr Carosa regarding the proposed shares issue was made with reference to the issue price of the Placement Shares, which was negotiated at arm's length terms at the time. In addition, the Company notes that whilst a fee was paid to brokers in relation to the Placement Shares, no fee was paid or is payable by the Company in respect of the shares proposed to be acquired by Mr Hnarakis and Mr Carosa.</p> <p>On this basis, as the provision of such benefits is expressly permitted by the arm's length exception under the Australian Corporations Act, the Board does not consider that the Company is required to seek shareholder approval in order to give Mr Hnarakis and Mr Carosa the financial benefit that is inherent in the shares proposed to be issued to them pursuant to Resolutions 7 & 8.</p>

Reason for Resolutions 7 & 8	<p>ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval prior to the issue of securities to a related party of the company. Being Directors of the Company, Mr Hnarakis and Mr Carosa are related parties of the Company by virtue of section 228(2) of the Australian Corporations Act. Accordingly, Resolutions 7 & 8 seek the shareholder approval required by ASX Listing Rule 10.11 to allow the issue of shares to Mr Hnarakis and Mr Carosa respectively.</p> <p>If shareholder approval is given for the purposes of ASX Listing Rule 10.11, approval will not be required under ASX Listing Rule 7.1, and the shares issued pursuant to Resolutions 7 & 8 2 will not deplete the Company's 15% Placement Capacity.</p>
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Specific information for Resolution 7 – Approval of Issue of Shares to Director

Specific information required by ASX Listing Rule 10.13	<p>In accordance with ASX Listing Rule 10.13, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 10.11, the following information is provided to shareholders:</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 30%;">Identification of recipients of Shares</td> <td>Mr Theo Hnarakis or his nominee(s), a Non-Executive Director and Chairman of the Company, and a related party of the Company by virtue of section 228(2) of the Australian Corporations Act.</td> </tr> <tr> <td>Number of Shares to be issued</td> <td>384,615 fully paid ordinary shares.</td> </tr> <tr> <td>Date for issue and allotment of Shares</td> <td>If shareholder approval is obtained for Resolution 7, the Company will issue the shares as soon as is practicable after the Annual General Meeting, or in any event no later than 1 month after the date of the Annual General Meeting.</td> </tr> <tr> <td>Issue price per Share</td> <td>The shares will be issued at an issue price of \$0.13 per share.</td> </tr> <tr> <td>Terms of securities</td> <td>The shares will rank equally with all other fully paid ordinary shares currently on issue.</td> </tr> <tr> <td>Use of funds raised</td> <td>The proceeds of \$50,000 will provide the Company with additional working capital.</td> </tr> </table>	Identification of recipients of Shares	Mr Theo Hnarakis or his nominee(s), a Non-Executive Director and Chairman of the Company, and a related party of the Company by virtue of section 228(2) of the Australian Corporations Act.	Number of Shares to be issued	384,615 fully paid ordinary shares.	Date for issue and allotment of Shares	If shareholder approval is obtained for Resolution 7, the Company will issue the shares as soon as is practicable after the Annual General Meeting, or in any event no later than 1 month after the date of the Annual General Meeting.	Issue price per Share	The shares will be issued at an issue price of \$0.13 per share.	Terms of securities	The shares will rank equally with all other fully paid ordinary shares currently on issue.	Use of funds raised	The proceeds of \$50,000 will provide the Company with additional working capital.
Identification of recipients of Shares	Mr Theo Hnarakis or his nominee(s), a Non-Executive Director and Chairman of the Company, and a related party of the Company by virtue of section 228(2) of the Australian Corporations Act.												
Number of Shares to be issued	384,615 fully paid ordinary shares.												
Date for issue and allotment of Shares	If shareholder approval is obtained for Resolution 7, the Company will issue the shares as soon as is practicable after the Annual General Meeting, or in any event no later than 1 month after the date of the Annual General Meeting.												
Issue price per Share	The shares will be issued at an issue price of \$0.13 per share.												
Terms of securities	The shares will rank equally with all other fully paid ordinary shares currently on issue.												
Use of funds raised	The proceeds of \$50,000 will provide the Company with additional working capital.												
Voting Exclusions	A voting exclusion statement applies to this item of business, as set out in the Notice.												

Board Recommendation	<p>Each Director (other than Mr Theo Hnarakis) has no interest in the outcome of Resolution 7, other than as existing shareholders.</p> <p>The Directors consider it to be in the best interests of the Company and its shareholders for Mr Hnarakis to support the Placement through the issue of the 384,615 shares the subject of Resolution 7 to Mr Hnarakis.</p> <p>The Directors note in addition that whilst the Company paid a fee in relation to the Placement Shares, no fee was paid or is payable by the Company in respect of the shares proposed to be acquired by Mr Hnarakis.</p> <p>On this basis, each of the Directors, with Mr Hnarakis abstaining, recommends that shareholders vote in favour of Resolution 7 and intend to vote their own shares in favour of Resolution 7.</p>
Chairman's available proxies	The Chairman intends to vote all available proxies in favour of Resolution 7.

Specific information for Resolution 8 – Approval of Issue of Shares to Director

Specific information required by ASX Listing Rule 10.13	In accordance with ASX Listing Rule 10.13, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 10.11, the following information is provided to shareholders:	
	Identification of recipients of Shares	Mr Domenic Carosa or his nominee(s), the CEO and an Executive Director of the Company, and a related party of the Company by virtue of section 228(2) of the Australian Corporations Act.
	Number of Shares to be issued	384,615 fully paid ordinary shares.
	Date for issue and allotment of Shares	If shareholder approval is obtained for Resolution 7, the Company will issue the shares as soon as is practicable after the Annual General Meeting, or in any event no later than 1 month after the date of the Annual General Meeting.
	Issue price per Share	The shares will be issued at an issue price of \$0.13 per share.
	Terms of securities	The shares will rank equally with all other fully paid ordinary shares currently on issue.
	Use of funds raised	The proceeds of \$50,000 will provide the Company with additional working capital.
Voting Exclusions	A voting exclusion statement applies to this item of business, as set out in the Notice.	

Board Recommendation	<p>Each Director (other than Mr Domenic Carosa) has no interest in the outcome of Resolution 8, other than as existing shareholders.</p> <p>The Directors consider it to be in the best interests of the Company and its shareholders for Mr Carosa to support the Placement through the issue of the 384,615 shares the subject of Resolution 8 to Mr Carosa.</p> <p>The Directors note in addition that whilst the Company paid a fee in relation to the Placement Shares, no fee was paid or is payable by the Company in respect of the shares proposed to be acquired by Mr Carosa.</p> <p>On this basis, each of the Directors, with Mr Carosa abstaining, recommends that shareholders vote in favour of Resolution 8 and intend to vote their own shares in favour of Resolution 8.</p>
Chairman's available proxies	The Chairman intends to vote all available proxies in favour of Resolution 8.

7. APPROVAL OF PERFORMANCE RIGHTS PLAN

Resolution 9	Approval of Performance Rights Plan
Explanation	<p>ASX Listing Rule 7.1 provides that a company may not issue Equity Securities, or agree to issue Equity Securities, without the approval of shareholders, if the number of Equity Securities to be issued in any 12-month period (including shares issued on the exercise of any options) exceeds 15% of the issued capital of the company preceding the issue.</p> <p>ASX Listing Rule 7.2 contains a number of exceptions to the prohibition contained in ASX Listing Rule 7.1. In particular, under Exception 9 in ASX Listing Rule 7.2, any Equity Securities issued under an employee incentive scheme within three years of the date on which shareholders approve the issue of those Equity Securities are not counted for the purposes of ASX Listing Rule 7.1. Resolution 3 is designed to satisfy the requirements of Exception 9 in ASX Listing Rule 7.2 in relation to the Performance Rights Plan (the Plan).</p> <p>The Plan is designed as a standard component of senior executive remuneration and is intended to comprise the long-term incentive component of remuneration for senior executives, including executive directors. Accordingly, performance rights under the Plan will be granted at no cost.</p> <p>Other than the Plan, the Company has no other employee or executive share based plans. Grants made under the Plan are subject to a performance period (usually set at three years) and performance rights will only vest if the relevant performance conditions are satisfied at the end of the relevant assessment period. The Plan has generally been designed to link rewards to eligible senior executives with improvements in Company performance and the delivery of returns to shareholders, and for other executives, to reward their performance.</p> <p>Since the Plan was last approved by shareholders at the Company's Annual General Meeting on 17 December 2014, the Company has as at the date of this notice issued 18,712,415 performance rights to 33 senior executives in the Company of which:</p> <ul style="list-style-type: none"> a) 8,782,131 have vested; b) 757,452 have lapsed due to performance conditions not being met, such conditions including continuation of employment; and c) 9,172,912 are currently on issue.

A summary of the key terms of the Plan is set out below:

Eligibility	Employees of the Company as determined by the Board.
Form of grant	Performance rights, being a right to acquire fully paid ordinary shares in the Company subject to satisfaction of relevant performance conditions. Each performance right granted will entitle the executive to one fully paid ordinary share in the Company (Performance Share).
Participation	Eligible employees may be invited by the Board to participate in the Plan.
Maximum Number of Performance Rights	The aggregate number of performance rights to be issued under the Plan is limited to no more than 5% of the total number of shares on issue at that time.
Performance conditions	The Board has discretion under the Plan Rules to set performance conditions which will apply to a grant of performance rights. The relevant performance conditions may vary between grants.
Grant price	Although the Board has the discretion under the Plan to set a grant price, it is intended that performance rights will be granted at no cost to the participating executive (on the basis that the grant comprises part of the employee's remuneration).
Vesting and exercise price	There is no exercise price for performance rights, once relevant performance conditions are met, the performance rights vest and the executive may call for the underlying Performance Shares to be issued to them.
Restrictions attaching to performance rights	Performance rights may only be transferred with the consent of the Board or by force of law (i.e. upon death or bankruptcy), and will lapse immediately where an employee purports to transfer them in breach of the Rules.
Restrictions attaching to performance shares	The Board has discretion under the Plan to impose trading or other restrictions on Performance Shares issued to an executive upon vesting of a performance right.
Cessation of employment	<p>If the employee ceases to be employed by a group company due to death, disability, bona fide redundancy or other reason with the approval of the Board:</p> <ul style="list-style-type: none"> ▪ the Board has the discretion to determine that some or all of the executive's unvested performance rights will vest; and ▪ if the Board does not make a determination, or determines that only some of the executive's performance rights will vest, then all remaining unvested performance rights will lapse. <p>If the employee ceases to be employed for any other reason the executive's unvested performance rights will lapse.</p> <p>If the employee acts fraudulently or dishonestly or is in breach of his or her obligations to any group company, the Board may deem any unvested performance rights of</p>

		the executive to have lapsed, and deem all or any Performance Shares held by the executive to be forfeited.
	Takeover/scheme of arrangement	In the event of a takeover bid or scheme of arrangement in respect of the Company, the Board has discretion to determine that some or all of an employee's performance rights vest, having regard to pro rata performance against the relevant performance conditions.
	Bonus issues, rights issues and reconstruction	If shares are issued pro rata to the Company's shareholders generally by way of bonus issue or rights issue or any reorganisation of the issued capital of the Company is effected, the number of performance rights to which an executive is entitled will be adjusted by the Board to ensure that no advantage or disadvantage accrues to the employee.
	Amendment to the Plan	Subject to the ASX Listing Rules and to specified restrictions in the Plan Rules, the Company may at any time by written instrument or by resolution of the Board, amend the Plan Rules or the terms of performance rights granted.
Voting Exclusion	A voting exclusion statement applies to this item of business, as set out in the Notice.	
Board Recommendation	As Resolution 9 is in connection with the remuneration of KMP, the Directors do not make any recommendation to shareholders in relation to this resolution.	
Chairman's available proxies	The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.	

8. APPROVAL OF 10% PLACEMENT CAPACITY

Resolution 10	Approval of 10% Placement Capacity
General	<p>Under ASX Listing Rule 7.1, every listed entity has the ability to issue 15% of its issued capital without shareholder approval in a 12-month period. ASX Listing Rule 7.1A permits eligible small and mid-cap ASX-listed entities, subject to shareholder approval, to issue Equity Securities of up to an additional 10% of its issued capital by way of placements over a 12-month period, in addition to its ability to issue Equity Securities under ASX Listing Rule 7.1 (10% Placement Capacity).</p> <p>The Company seeks shareholder approval under ASX Listing Rule 7.1A for the 10% Placement Capacity. The effect of this resolution will be to allow the Directors, subject to the conditions set out below, to issue Equity Securities under the 10% Placement Capacity without using the Company's 15% Placement Capacity under Listing Rule 7.1.</p> <p>Resolution 10 is a special resolution. Accordingly, at least 75% of votes cast by shareholders present and eligible to vote (in person or by proxy) at the meeting must be in favour of this resolution for it to be passed.</p>

<p>Eligibility</p>	<p>ASX-listed entities which have a market capitalisation of \$300 million or less, and which are not included in the S&P/ASX 300 Index will be considered eligible to seek shareholder approval under ASX Listing Rule 7.1A.</p> <p>As at the date of this Notice, the Company, which has a market capitalisation of less than \$300 million, is not included in the S&P/ASX 300 Index. Accordingly, the Company is considered eligible to seek shareholder approval under ASX Listing Rule 7.1A.</p>
<p>Formula</p>	<p>The exact number of additional Equity Securities that the Company may issue under the 10% Placement Capacity will be determined by a formula set out ASX Listing Rule 7.1A.2 as follows:</p> <p style="text-align: center;">(A x D) - E</p> <p>Where:</p> <p>A is the number of shares on issue 12 months before the date of issue or agreement:</p> <ul style="list-style-type: none"> ▪ plus the number of fully paid shares issued in the previous 12 months under an exception in ASX Listing Rule 7.2; ▪ plus the number of partly paid shares that became fully paid in the previous 12 months (there are presently no partly paid shares on issue in the Company); ▪ plus the number of shares issued in the previous 12 months with approval of shareholders under ASX Listing Rules 7.1 and 7.4. This does not include an issue of fully paid shares under the Company's 15% placement capacity without shareholder approval; and ▪ less the number of shares cancelled in the previous 12 months. <p><i>'A' has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity</i></p> <p>D is 10%.</p> <p>E is the number of Equity Securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of shareholders under ASX Listing Rules 7.1 or 7.4.</p>
<p>Conditions of issue under the 10% Placement Capacity</p>	<p>There are a number of conditions applicable to the issue of Equity Securities under ASX Listing Rule 7.1A, including a limitation on the discount to prevailing market price at which they may be issued, and additional disclosure requirements. A summary of these conditions is as follows:</p> <p>(a) Equity Securities issued under the 10% Placement Capacity can only be in a class of securities already quoted. At the date of this Notice, the Company only has one class of Equity Securities which are quoted, being ordinary shares.</p> <p>(b) The issue price of each Equity Security issued under the 10% Placement Capacity must be no less than 75% of the volume weighted average market price (VWAP) for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either:</p> <ol style="list-style-type: none"> 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), the date on which the securities are issued.

Period of validity of shareholder approval	<p>In the event that the Company obtains shareholder approval of Resolution 10, such approval will cease to be valid upon the earlier of:</p> <p>(a) 12 months after the date of this 2017 Annual General Meeting;</p> <p>(b) if applicable, the date on which the Company's shareholders approve a change to the nature or scale of the Company's activities under Listing Rule 11.1.2, or the disposal of the Company's main undertaking under Listing Rule 11.2; or</p> <p>(c) such longer period if allowed by ASX.</p> <p>(Placement Period)</p>
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Information to be provided to shareholders under ASX Listing Rule 7.3A

Minimum issue price	<p>The issue price of each Equity Security issued under the 10% Placement Capacity must be no less than 75% of the VWAP for Equity Securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before either:</p> <ul style="list-style-type: none"> 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), the date on which the securities are issued.
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Risk of dilution to shareholders	<p>If Resolution 10 is approved by shareholders, any issue of Equity Securities under the 10% Placement Capacity may present a risk of economic and voting dilution of existing shareholders, including the risk that:</p> <ul style="list-style-type: none"> ▪ the market price of the Company's Equity Securities may be significantly lower on the relevant issue date than on the date of this Annual General Meeting; and ▪ 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. <p>The table below shows the potential dilution of existing shareholders under various scenarios on the basis of:</p> <ul style="list-style-type: none"> ▪ an issue price of \$0.19 per share which was the closing price of the Company's shares on the ASX on 19 October 2017; and ▪ the variable 'A' being calculated as the number of fully paid ordinary shares on issue on the date this Notice, being 222,596,543. <p>The table also shows:</p> <p>(a) two examples where variable 'A' has increased by 50% and 100%. The number of shares on issue in the Company may increase as a result of the issue of shares that do not require approval of shareholders (for example, pro-rata entitlement issues or scrip issues under takeover offers) or future placements of shares under ASX Listing Rule 7.1 of up to 15% of issued capital that are approved at future general meetings of shareholders; and</p> <p>(b) two examples of where the issue price of shares has decreased by 50% and increased by 100%.</p>
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VARIABLE 'A'		Dilution		
		50% decrease in issue price \$0.095	Issue price \$0.19	100% increase in issue price \$0.38
Current Variable 'A' 222,596,543 shares	10% voting dilution	22,259,654 shares	22,259,654 shares	22,259,654 shares
	Funds raised	\$2,114,667.16	\$4,229,334.32	\$8,458,668.63
50% increase in current Variable 'A' 333,894,815 shares	10% voting dilution	33,389,481 shares	33,389,481 shares	33,389,481 shares
	Funds raised	\$3,172,000.74	\$6,344,001.48	\$12,688,002.95
100% increase in current Variable 'A' 445,193,086 shares	10% voting dilution	44,519,309 shares	44,519,309 shares	44,519,309 shares
	Funds raised	\$4,229,334.32	\$8,458,668.63	\$16,917,337.27

The table has been prepared on the following assumptions:

- (a) the Company issues the maximum number of shares available under the 10% Placement Capacity;
- (b) no options to acquire shares on issue in the Company are exercised, no performance rights vest and no convertible note is converted;
- (c) the 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue;
- (d) the table does not show an example of dilution that may be caused to a particular shareholder as a result of placements under the 10% Placement Capacity based on that shareholder's holding at the date of this 2017 Annual General Meeting.
- (e) the table shows only the effect of issues of Equity Securities under the 10% Placement Capacity in accordance with ASX Listing Rule 7.1A and not under the 15% Placement Capacity under ASX Listing Rule 7.1.
- (f) the issue of Equity Securities under the 10% Placement Capacity consists only of shares.
- (g) the issue price is \$0.19, being the closing price of the Company's shares on the ASX on 19 October 2017.

Period of validity

The Company will only issue and allot the Equity Securities during the Placement Period. The approval under the Resolution 10 for the issue of the Equity Securities will cease to be valid in the event that shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).

<p>Reason for issue of shares under 10% Placement Capacity</p>	<p>The Company may seek to issue the Equity Securities for the following purposes:</p> <ul style="list-style-type: none"> (a) non-cash consideration for the acquisition of new assets, businesses or investments, in which event the Company will provide a valuation of the non-cash consideration as required by ASX Listing Rule 7.1A.3; or (b) cash consideration, the proceeds of which will be applied to fund the Company's existing and future activities, appraisal of corporate opportunities, investment in new businesses (if any), the costs incurred in undertaking placement(s) of shares under ASX Listing Rule 7.1.A and for general working capital. <p>The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.</p>						
<p>Allocation policy</p>	<p>The Company may not issue any or all the Equity Securities for which approval is given and may issue the Equity Securities progressively as the Company places the Equity Securities with investors.</p> <p>The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to factors such as:</p> <ol style="list-style-type: none"> 1. fund raising options (and their viability) available to the Company at the relevant time; 2. the effect of the issue of the Equity Securities on the control of the Company; 3. the financial situation of the Company and the urgency of the requirement for funds; and 4. advice from the Company's corporate, financial, legal and broking advisers. <p>The allottees under the 10% Placement Capacity have not been determined as at the date of this Notice. It is intended that the allottees will be suitable professional and sophisticated investors, and other investors not requiring a disclosure document under section 708 of the Corporations Act, that are known to the Company and/or introduced by third parties. The allottees may include existing substantial shareholders and/or new shareholders, but it is not intended that the allottees will be related parties or associates of a related party of the Company.</p> <p>In the event that the shares under the 10% Placement Capacity are issued as consideration for the acquisition of resources, assets or investments, it is likely that the allottees will be the vendors of such resources, assets or investments. Any shares issued under the 10% Placement Capacity will rank equally with all other existing shares on issue in the Company.</p>						
<p>Previous approval</p>	<p>The Company previously obtained approval under ASX Listing Rule 7.1A on 23 November 2016. In accordance with ASX Listing Rule 7.3A.6, which contains requirements as to the contents of a notice sent to shareholders for the purposes of ASX Listing Rule 7.1A, the following information is provided to shareholders:</p> <p>As at 22 November 2016, being the date that is 12 months prior to the 2017 Annual General Meeting, the Company had the following Equity Securities on issue:</p> <table border="1" data-bbox="459 1877 1445 2033"> <thead> <tr> <th>Class of Equity Securities</th> <th>Number</th> </tr> </thead> <tbody> <tr> <td>Fully paid ordinary shares</td> <td>176,596,048</td> </tr> <tr> <td>Options exercisable at \$0.25 each and expiring 4 March 2018</td> <td>1,000,000</td> </tr> </tbody> </table>	Class of Equity Securities	Number	Fully paid ordinary shares	176,596,048	Options exercisable at \$0.25 each and expiring 4 March 2018	1,000,000
Class of Equity Securities	Number						
Fully paid ordinary shares	176,596,048						
Options exercisable at \$0.25 each and expiring 4 March 2018	1,000,000						

Options exercisable at \$0.29 each and expiring 10 July 2018	2,500,000
Options exercisable at \$0.25 each and expiring 30 October 2018	5,000,000
Options exercisable at \$0.30 each, expiring on 30 October 2018	5,000,000
Options exercisable at \$0.30 each, expiring on 10 December 2018	6,000,000
Options exercisable at \$0.30 each, expiring on 3 August 2018	5,000,000
Options exercisable at \$0.39 each, expiring on 10 December 2020	7,000,000
Options exercisable at \$0.27 each, expiring on 29 August 2018	8,962,658
Options exercisable at \$0.27 each, expiring on 24 October 2018	1,875,040
Options exercisable at \$0.30 each, expiring on 1 November 2021	5,000,000
Performance rights	5,820,828
Convertible note	1*
<i>*represents 1 convertible note and up to a theoretical maximum of 188,664,666 underlying conversion shares and 22,433,894 interest repayment shares, as approved by shareholders at the Company's Extraordinary General Meeting held on 1 August 2016.</i>	
TOTAL (without the theoretical maximum referred to above)	
TOTAL	418,419,240

The table below shows the number and type of Equity Securities issued by the Company in the 12 months preceding the 2017 Annual General Meeting, and the percentage they represent of the total number of Equity Securities on issue at 22 November 2016 (being 418,419,240).

Date of issue	Class of Equity Securities	No. issued	Reason for issue	Recipient of issue	% represented of total number of Equity Securities	Issue price per security	Discount/premium to market price	Total cash consideration (if applicable)	Current valuation (if applicable)	Use / intended use of funds
23/12/2016	Shares	2,200,000	In lieu of cash interest payments under the Track Holdings B.V. vendor loan as announced to the ASX on 15 December 2016.	Track Vendors	0.53%	\$0.101	Premium of 16.14%	\$223,000	N/A	Retirement of debt
23/12/2016	Shares	118,421	Partial consideration for corporate advisory services provided to the Company	Service provider (Axon)	0.03%	\$.095	Premium of 10.53%	\$11,250	N/A	Shares issued in lieu of fees
28/04/2017	Shares	40,769,230	Capital Raising Placement	Placement Subscribers	9.74%	\$0.13	Discount of 15.38%	\$5,300,000	N/A	Strengthen balance sheet and retire debt
14/07/2017	Performance Rights	6,000,000	Issued under LTIP	Employees	1.43%	N/A	N/A	N/A	N/A	N/A
14/07/2017	Options	1,000,000	Issued to JGB (Cayman) Newton Ltd under the terms of an amendment agreement to a convertible note deed between the Company and JGB.	JGB (Cayman) Newton Ltd	0.24%	N/A	N/A	N/A	N/A	N/A
15/09/2017	Shares	2,912,844	Vesting of Performance Rights issued under LTIP	Employees	0.70%	N/A	N/A	N/A	\$55,344.04	N/A
TOTAL		53,000,495			12.67%			\$5,534,250		

Terms of Equity Securities issued in preceding 12 months	<p>Shares</p> <p>All Shares issued by the Company in the 12 months preceding the Meeting have the same terms and rank equally in all respects with existing shares in the Company.</p> <p>Options</p> <ul style="list-style-type: none"> ▪ The options issued on 14 July 2017 are each exercisable into 1 Share at \$0.25 on or before 9 June 2020. <p>Performance Rights</p> <ul style="list-style-type: none"> ▪ The Performance Rights issued on 14 July 2017 to employees under the Company's Performance Rights Plan will each vest into one Share, subject to a number of vesting conditions (EPS targets and share price growth targets) which are described in the Company's announcement dated 14 July 2017.
Application of funds raised through issue of Equity Securities	<p>The Company has raised a total of approximately \$5,534,250 through the issue of ordinary shares in the 12 months preceding the 2017 Annual General Meeting.</p> <p>The Company has applied the funds towards:</p> <ul style="list-style-type: none"> ▪ expenses associated with the capital raising placement ▪ retirement of debt; and ▪ Investment into sales and marketing resources, customer support services, new product development, and general working capital requirements <p>As at 30 September 2017, all of the funds raised have been spent on retiring debt and general working capital purposes.</p>
Voting Exclusion	<p>A voting exclusion statement applies to this resolution, as set out in the Notice.</p>
Board Recommendation	<p>The Directors unanimously recommend that shareholders vote in favour of this resolution.</p>
Chairman's available proxies	<p>The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.</p>

DEFINITIONS

10% Placement Capacity	means the Company's capacity to issue Equity Securities under ASX Listing Rule 7.1A.
15% Placement Capacity	means the Company's capacity to issue Equity Securities under ASX Listing Rule 7.1.
Company or Crowd Mobile	means Crowd Mobile Limited ACN 083 160 909.
Constitution	means the Company's constitution.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Closely Related Party (of a member of KMP of an entity)	has the definition given to it by section 9 of the Corporations Act, and means: <ul style="list-style-type: none"> a) a spouse or child of the member; or b) a child of the member's spouse; or c) a dependant of the member or of the member's spouse; or 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 dealings with the entity; or e) a company the member controls; or f) a person prescribed by the regulations for the purposes of this definition.
EBITDA	means earnings before interest, taxes, depreciation and amortisation.
Equity Security	means: <ul style="list-style-type: none"> a) a share; b) a right to a share or option; c) an option over an issued or unissued security; d) a convertible security; e) any security that ASX decides to classify as an equity security.
Executive Plan	means the Executive Share Option & Performance Rights Plan which was approved by shareholders at the Company's 2015 Annual General Meeting.
Key Management Personnel or KMP	means those people described as Key Management Personnel in the Remuneration Report and includes all directors
Performance Rights Plan	means the Company's employee Performance Rights Plan which was approved by shareholders at the Company's 17 December 2014 Extraordinary General Meeting.
Placement	means the capital raising placement as announced to the ASX on 20 April 2016, under which the Placement Shares were issued on 28 April 2016.
Placement Shares	means the 40,769,230 fully paid ordinary shares issued under the Placement.
Placement Subscribers	means the sophisticated, professional and institutional investors, being clients of Bell Potter Securities Limited and D.J. Carmichael Pty Limited that participated in the Placement.
Share	means a fully paid ordinary share in the capital of the Company.

-ENDS-



All Correspondence to:

-  **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
-  **By Fax:** +61 2 9290 9655
-  **Online:** www.boardroomlimited.com.au
-  **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 2:00pm (Melbourne time) on Sunday 26 November 2017.**

TO VOTE ONLINE

- STEP 1: VISIT** www.votingonline.com.au/crowdmobileagm2017
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **2:00pm (Melbourne Time) on Sunday, 26 November 2017.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

-  **Online** www.votingonline.com.au/crowdmobileagm2017
-  **By Fax** + 61 2 9290 9655
-  **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
-  **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address
This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Crowd Mobile Limited** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **RSM Australia, Level 21, 55 Collins Street, Melbourne, Victoria, 3000 on Tuesday 28 November 2017 at 2:00pm (Melbourne Time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1 and 7 to 9 (inclusive), I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolution 1 and 7 to 9 (inclusive) are connected with the remuneration of a member of the key management personnel for Crowd Mobile Limited.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (Resolution 1 and 7 to 9 inclusive). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS
* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report (non-binding vote)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Sophie Karzis as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Theo Hnarakis as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of issue of Placement Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of issue of JGB Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratification of issue of 7.1A Capital Raising Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of issue of Shares to Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval of issue of Shares to Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9	Approval of Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10	Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS
This form must be signed to enable your directions to be implemented.

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