
HOTCOPPER HOLDINGS LIMITED**ACN 611 717 036****NOTICE OF ANNUAL GENERAL MEETING**

TIME: 9.00am (WST)**DATE:** Friday, 6 October 2017**PLACE:** Conference Room, Ground Floor, BGC Centre
28 The Esplanade
Perth, Western Australia

This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Annual General Meeting please do not hesitate to contact the Company Secretary on +61 8 6169 3199.

HOTCOPPER HOLDINGS LIMITED
ACN 611 717 036
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Shareholders of HotCopper Holdings Limited ("HotCopper" or "the Company") will be held as follows:

TIME: 9.00am

DATE: Friday, 6 October 2017

**LOCATION: Conference Room, Ground Floor, BGC Centre
28 The Esplanade
Perth, Western Australia**

Words and phrases used in the Resolutions are defined in Section 9 of the accompanying Explanatory Statement and these words and phrases have the same meaning in this Notice of Annual General Meeting as defined in the Explanatory Statement.

AGENDA

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2017 including the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

Resolution 1: Adoption of Remuneration Report

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

"That, for the purpose of section 250R(2) of the Corporations Act, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2017."

Note: Pursuant to section 250R(3) of the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement for Resolution 1

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

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

However, a person described above may vote on this Resolution if the vote is not cast on behalf of a person described in sub-paragraphs (a) or (b) above and either:

- (c) the person is acting as proxy and the proxy form specifies how the proxy is to vote; or
- (d) the person is the chair of the Annual General Meeting voting an undirected proxy which expressly authorises the chair to vote the proxy on a resolution connected with the remuneration of a member of Key Management Personnel.

Resolution 2: Re-election of Director – Gavin Argyle

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

"That Mr Gavin John Argyle a Director of the Company who retires by rotation in accordance with clause 7.3(b) of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Resolution 3: Re-election of Director – Colin Chenu

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

"That Mr Colin Edward Chenu a Director of the Company who retires by rotation in accordance with clause 7.3(b) of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Resolution 4: Appointment of Auditor

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

"That, for the purpose of section 327B of the Corporations Act and for all other purposes, Ernst & Young, having been nominated by a Shareholder and consenting in writing to act in the capacity of auditor, be appointed as auditor of the Company."

SPECIAL BUSINESS

Resolution 5: Approval of Incentive Option Plan

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

"That, for the purpose of ASX Listing Rule 7.2 (Exception 9) and for all other purposes, approval is given to adopt an employee incentive scheme, being the Company's Incentive Option Plan, and to issue securities under that Incentive Option Plan, on the terms and conditions summarised in the Explanatory Statement."

ASX Voting Exclusion: The Company will disregard any votes cast on this Resolution by a Director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) and any associate of that person. 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.

Voting Prohibition Statement: A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the proxy is either:

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

However, the above prohibition does not apply if:

- (c) the proxy is the Chair; and
 - (d) 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: Issue of Options to Director – Alec Pismiris (or Nominee)

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 250,000 Options to Alec Christopher Pismiris, a Director of the Company, (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

ASX Voting Exclusion: The Company will disregard any votes cast on this Resolution by Alec Christopher Pismiris (and his nominee) and any of their associates (Resolution 6 Excluded Party). 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, provided the Chair is not a Resolution 6 Excluded Party, 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.

Voting Prohibition Statement: A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the proxy is either:

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

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

- (c) the proxy is the Chair; and
 - (d) 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.
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Resolution 7: Issue of Options to Director – Gavin Argyle (or Nominee)

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 750,000 Options to Gavin John Argyle, a Director of the Company, (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

ASX Voting Exclusion: The Company will disregard any votes cast on this Resolution by Gavin John Argyle (and his nominee) and any of their associates (Resolution 7 Excluded Party). 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, provided the Chair is not a Resolution 7 Excluded Party, 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.

Voting Prohibition Statement: A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the proxy is either:

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

Provided the Chair is not a Resolution 7 Excluded Party, the above prohibition does not apply if:

- (c) the proxy is the Chair; and
 - (d) 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.
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Resolution 8: Issue of Options to Director – Colin Chenu (or Nominee)

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 750,000 Options to Colin Edward Chenu, a Director of the Company, (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

ASX Voting Exclusion: The Company will disregard any votes cast on this Resolution by Colin Edward Chenu (and his nominee) and any of their associates (Resolution 8 Excluded Party). 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, provided the Chair is not a Resolution 8 Excluded Party, 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.

Voting Prohibition Statement: A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if the proxy is either:

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

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

- (c) the proxy is the Chair; and
- (d) 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.

Questions and Comments

The Chairman will allow a reasonable opportunity for Shareholders to ask questions about or make comments on the management of the Company.

EXPLANATORY STATEMENT

Shareholders are referred to the Explanatory Statement accompanying and forming part of this Notice of Annual General Meeting for further explanation of the Resolutions.

PROXIES

Members are encouraged to attend the meeting, but if you are unable to attend the meeting, we encourage you to complete and return the enclosed Proxy Form.

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

- each Shareholder has the right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

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

- posting it to HotCopper Holdings Limited, PO BOX Z5558, St Georges Terrace WA 6831; or
- emailing it to the Company at investors@hotcopper.com.au; or
- faxing it to the Company on facsimile number +61 8 9315 2233.

To be effective, a Proxy Form and, if the Proxy Form is signed by the shareholder's attorney, the authority under which the appointment is signed (or a certified copy of that authority) must be received by the Company not later than 48 hours before the time specified for the commencement of the Annual General Meeting.

CORPORATE REPRESENTATIVES

A body corporate that is a shareholder, or which has been appointed as proxy, may appoint an individual to act as its representative at the Annual General Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment, including any authority under which it is signed, unless it has previously been given to the Company.

DATE FOR DETERMINING HOLDERS OF SHARES

In accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Directors have set a date to determine the identity of those entitled to attend and vote at the Annual General Meeting. For the purposes of determining voting entitlements at the Annual General Meeting, Shares will be taken to be held by the persons who are registered as holding at 5.00pm (WST) on 4 October 2017. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

Dated this 31 August 2017

By order of the Board



Susan Hunter
Company Secretary

HOTCOPPER HOLDINGS LIMITED

ACN 611 717 036

EXPLANATORY STATEMENT TO SHAREHOLDERS

1. ACTION TO BE TAKEN BY SHAREHOLDERS

This Explanatory Statement sets out information about the Resolutions to be considered by the Shareholders at the Annual General Meeting. Defined terms used in this Explanatory Statement are set out in Section 9. Accompanying this Explanatory Statement is the Notice of Annual General Meeting convening the Annual General Meeting and a Proxy Form.

Shareholders are encouraged to attend and vote on the Resolutions to be put to the Annual General Meeting. If a Shareholder is not able to attend and vote at the Annual General Meeting, the Shareholder may complete the Proxy Form and return it not later than 48 hours before the time specified for the commencement of the Annual General Meeting.

2. ANNUAL FINANCIAL REPORTS

The Corporations Act requires the Company's financial statements and reports of the Directors and of the auditor for the year ended 30 June 2017 to be laid before the Annual General Meeting. The financial statements and the reports of the Directors and of the auditor are contained in the Company's 2017 Annual Report, a copy of which is available on the Company's website at www.hotcopper.com.au.

Whilst no Resolution is required in relation to this item, Shareholders should consider the documents and raise any matters of interest with the Directors when this item is being considered.

A representative from the Company's auditors will be invited to the meeting and Shareholders will have an opportunity to ask the auditor questions in relation to the conduct of the audit, the auditor's report, the Company's accounting policies and the independence of the auditor.

3. RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

The Remuneration Report is required to be considered for adoption in accordance with section 250R of the Corporations Act. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company for the financial year ending 30 June 2017.

A reasonable opportunity will be given for the discussion of the Remuneration Report at the Annual General Meeting. Shareholders should note that the vote on this Resolution is advisory only and does not bind the Company or the Directors.

If at least 25% of the votes cast on the Resolution are voted against adoption of the Remuneration Report at the Annual General Meeting, and then again at the Company's 2018 annual general meeting, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of Directors of the Company ("Spill Resolution"). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting ("Spill Meeting") within 90 days of the Company's 2018 annual general meeting. All of the Directors who were in office when the Company's 2018 Directors' Report was approved, other than the Managing Director of the Company, if any, 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 is approved will be the Directors of the Company.

As this is the Company's first Annual General Meeting, the Company's Shareholders have not considered a Remuneration Report as yet. Therefore, a Spill Resolution will not be required at this Annual General Meeting.

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman of the Annual General Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, the Shareholder is considered to have

provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

4. RESOLUTION 2: RE-ELECTION OF DIRECTOR – GAVIN JOHN ARGYLE

Clause 7.2(b) of the Constitution allows the Directors to appoint any person as a Director. Gavin John Argyle was appointed to the Board on 8 November 2016 as a Non-executive Director. Under Clause 7.3(c) of the Constitution, a Director appointed under 7.2(b) must retire at the next annual general meeting, and is eligible for re-election at that meeting. Accordingly, Mr Gavin Argyle retires from office, and being eligible, offers himself for re-election as a Director of the Company. Mr Argyle's qualifications and background information are included below.

Mr Gavin John Argyle
Non-executive Director

Mr Argyle is an experienced senior executive who has worked in Australian capital markets for more than 25 years. In 2006, Mr Argyle co-founded Capital Investment Partners (CIP), a successful Perth-based investment bank providing capital raising and corporate advisory services to small and mid-capitalised ASX-listed companies. He has been managing director of CIP since 2008.

Mr Argyle holds a Bachelor of Commerce from the University of Western Australia and an MBA from the Wharton School at the University of Pennsylvania.

Other current directorships: None.

Former directorships (last 3 years): None.

The Board supports the re-election of Mr Argyle.

5. RESOLUTION 3: RE-ELECTION OF DIRECTOR – COLIN EDWARD CHENU

Clause 7.2(b) of the Constitution allows the Directors to appoint any person as a Director. Colin Edward Chenu was appointed to the Board on 8 November 2016 as a Non-executive Director. Under Clause 7.3(c) of the Constitution, a Director appointed under 7.2(b) must retire at the next annual general meeting, and is eligible for re-election at that meeting. Accordingly, Mr Colin Chenu retires from office, and being eligible, offers himself for re-election as a Director of the Company. Mr Chenu's qualifications and background information are included below.

Mr Colin Chenu
Non-executive Director

Mr Chenu is a graduate of the University of Western Australia, with a Bachelor of Laws, and is admitted to practice in the Supreme Court of Western Australia and the High Court of Australia. He has practised law in Western Australia for more than 30 years as a barrister and solicitor, in a wide range of commercial litigious and non-litigious work. Mr Chenu has gained extensive experience in the law of corporations, trade practices, contracts, equity and trusts, and defamation. He is a director and principal at Perth law practice Bennett + Co.

Other current directorships: Pelican Resources Limited.

Former directorships (last 3 years): Mount Magnet South Limited.

The Board supports the re-election of Mr Chenu.

6. RESOLUTION 4: APPOINTMENT OF AUDITOR

The Company was incorporated on 7 April 2016. Section 327B(1) of the Corporations Act provides that a public company must appoint an auditor at its first annual general meeting and thereafter to fill a vacancy in the office of auditor at each subsequent annual general meeting.

In accordance with section 328B(1) of the Corporations Act, the Company has sought and obtained a nomination from a Shareholder for Ernst & Young to be appointed as the Company's auditor. A copy of this nomination is attached as Annexure A to this Explanatory Statement.

Ernst & Young has given its written consent to act as the Company's auditor.

If Resolution 4 is passed, the appointment of Ernst & Young as the Company's auditor will take effect at the close of this AGM.

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

7. RESOLUTION 5: APPROVAL OF INCENTIVE OPTION PLAN

Resolution 5 seeks Shareholder approval for the adoption of an employee incentive scheme titled "Incentive Option Plan" ("Option Plan") in accordance with ASX Listing Rule 7.2 (Exception 9(b)).

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 7.2 (Exception 9(b)) sets out an exception to ASX Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

If Resolution 5 is passed, the Company will be able to issue Options under the Option Plan to eligible participants over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12 month period.

Shareholders should note that no Options have previously been issued under the Option Plan.

The objective of the Option Plan is to attract, motivate and retain key employees and it is considered by the Company that the adoption of the Option Plan and the future issue of Options under the Option Plan will provide selected employees with the opportunity to participate in the future growth of the Company.

Any future grant of Options under the Option Plan to a related party or a person whose relation with the company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time.

A summary of the key terms and conditions of the Option Plan is set out in Annexure B. In addition, a copy of the Option Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Option Plan can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

8. RESOLUTIONS 6 TO 8: APPROVAL FOR ISSUE OF OPTIONS TO DIRECTORS

8.1 General

The Company has agreed, subject to obtaining Shareholder approval, to issue a total of 1.75 million Options to Directors Messrs Pismiris, Argyle and Chenu (**Related Parties**) as set out below.

8.2 Chapter 2E of the Corporations Act

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

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

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

The issue of the Options constitutes giving a financial benefit. Messrs Pismiris, Argyle and Chenu are related parties of the Company by virtue of being Directors of the Company.

It is the view of the Company that the exceptions set out in sections 210 to 216 of the Corporations Act may, but do not necessarily, apply in the current circumstances. Accordingly, out of prudence, Shareholder approval is sought for the issue of Options to the relevant Related Parties or their nominees.

8.3 ASX Listing Rule 10.11

Listing Rule 10.11 provides that, unless a specified exception applies, a company must not issue or agree to issue securities to a related party without the approval of ordinary shareholders. A “related party”, for the purposes of the Listing Rules, has the meaning given to it in the Corporations Act, and includes the directors of a company.

As such, Shareholder approval is sought under Listing Rule 10.11 as Resolutions 6 to 8 proposes the issue of Options to Messrs Pismiris, Argyle and Chenu (or their respective nominees). Messrs Pismiris, Argyle and Chenu are related parties of the Company by virtue of being Directors of the Company.

As Shareholder approval is being sought under Listing Rule 10.11, approval is not also required under Listing Rule 7.1. Accordingly, the issue of Options to the Related Parties or their nominees will not be included in the 15% calculation of the Company’s twelve month capacity to issue Shares or other securities without shareholder approval pursuant to ASX Listing Rule 7.1.

8.4 Shareholder Approval (Chapter 2E of the Corporations Act and Listing Rule 10.13)

In accordance with the requirements of section 219 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided in relation to the proposed issue of Options:

- (a) the related parties are Messrs Pismiris, Argyle and Chenu and they are each related parties by virtue of being Directors of the Company. If any Options are to be issued to a nominee of a Related Party then such nominee will be a related party by virtue of being an entity controlled by that Related Party;
- (b) the maximum number of Options (being the nature of the financial benefit being provided) to be issued to each of the Related Parties is:
 - (i) 250,000 Options to Mr A. Pismiris or nominee;
 - (ii) 750,000 Options to Mr G. Argyle or nominee; and
 - (iii) 750,000 Options to Mr C. Chenu or nominee;
- (c) the Options will be issued for nil cash consideration, accordingly no funds will be raised by their issue (but funds may be raised in the future to the extent that Options are ultimately exercised);
- (d) the Options will be issued to the Related Parties no later than 1 month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated all Options will be issued on one date;
- (e) the terms and conditions of the various Options, including their expiry dates, exercise prices and vesting conditions are set out in Annexure C;

- (f) the value of the Options and the valuation methodology is set out in Annexure D;
- (g) the relevant interests of the Related Parties in securities of the Company (as at the date of this Notice) are set out below:

Related Party	Shares	Options
Mr Alec Pismiris	350,000 ¹	700,000 ^{1, 2}
Mr Gavin Argyle	3,850,000 ³	Nil
Mr Colin Chenu	150,000 ⁴	Nil

Notes:

¹ Held by ACP Investments Pty Ltd, of which Mr Pismiris is a shareholder and director.

² Options exercisable at \$0.25 each on or before 12 September 2020.

³ Comprising 2,500,000 Shares held by GAB Superannuation Fund Pty Ltd, of which Mr Argyle is a director and shareholder, 1,150,000 Shares held by Gavin John Argyle ATF the Gavin Argyle Family Account and 200,000 Shares held by Mrs Aiteira Argyle, spouse of Mr Argyle.

⁴ Held by HC Super Pty Ltd ATF Hughes Chenu Super Account, of which Mr Chenu is a member.

- (h) the remuneration and emoluments from the Company to each of the Related Parties for the previous financial year and the proposed remuneration and emoluments for the current financial year are set out below:

Related Party	Previous Financial Year ended 30 June 2017	Current Financial Year ending 30 June 2018 (estimate)
Mr Alec Pismiris ¹	\$76,732	\$60,000
Mr Gavin Argyle ²	\$23,300	\$36,000
Mr Colin Chenu ²	\$24,000	\$36,000

¹ - Mr Pismiris was appointed Non-executive Chairman on 22 June 2017. Remuneration for 30 June 2017 includes Director fees of \$35,400 and a share based payment of \$41,332.

² - Messrs Argyle and Chenu were appointed Non-executive Directors on 8 November 2016.

- (i) if all Options issued to the Related Parties are exercised, a total of 1.75 million Shares would be issued. This will increase the number of Shares on issue from 106,985,001 to 108,735,001 (assuming that no other Shares are issued in the meantime) with the effect that the shareholding of existing Shareholders would be diluted by an aggregate of 0.163%, comprising 0.23% by Mr Pismiris, and 0.7% by each of Mr Argyle and Chenu;
- (j) some details of the trading history of the Shares on ASX since quotation on ASX on 15 September 2016 is set out below:

	Price	Date
Highest	\$0.27	15 September 2016
Lowest	\$0.13	21 July 2017
Last	\$0.155	9 August 2017

- (k) the Board acknowledges the issue of Options to those Related Parties who are non-executive Directors is contrary to Recommendation 8.2 of The Corporate Governance Principles and Recommendations (3rd Edition) as published by The ASX Corporate Governance Council. However, the Board considers the issue of Options to non-executive Directors reasonable in the circumstances having

regard to the size and level of operations of the Company, its cash reserves and importance to the Company of attracting and retaining non-executive Directors in a manner which does not unduly impact on the Company's cash resources;

- (l) a primary purpose of the issue of the Options to the Related Parties is to provide a performance linked incentive component in the overall remuneration package for each Related Parties to motivate and reward the performance of the Related Party in their respective roles as Directors and to assist the Company in retaining their services and expertise in a manner which does not unduly impact on the cash reserves of the Company;
- (m) Mr Pismiris recommends that Shareholders vote in favour of Resolutions 7 and 8 for the following reasons:
 - (i) the issue of Options to Messrs Argyle and Chenu will align their interests with those of Shareholders and provide meaningful incentive to work towards the Company's success;
 - (ii) the issue of the Options is a reasonable and appropriate method to provide cost effective supplementary remuneration to Messrs Argyle and Chenu thereby allowing the Company to spend a greater proportion of its cash reserves on its operations than it would be alternative cash forms of remuneration were given to the Related Parties; and
 - (iii) it is not considered there is any significant opportunity cost to the Company or benefits foregone by the Company in issuing the Related Party Options upon the terms proposed;
- (n) Mr Argyle recommends that Shareholders vote in favour of Resolutions 6 and 8 for the following reasons:
 - (i) the issue of Options to Messrs Pismiris and Chenu will align their interests with those of Shareholders and provide meaningful incentive to work towards the Company's success;
 - (ii) the issue of the Options is a reasonable and appropriate method to provide cost effective supplementary remuneration to Messrs Pismiris and Chenu thereby allowing the Company to spend a greater proportion of its cash reserves on its operations than it would be alternative cash forms of remuneration were given to the Related Parties; and
 - (iii) it is not considered there is any significant opportunity cost to the Company or benefits foregone by the Company in issuing the Related Party Options upon the terms proposed;
- (o) Mr Chenu recommends that Shareholders vote in favour of Resolutions 6 and 7 for the following reasons:
 - (i) the issue of Options to Messrs Pismiris and Argyle will align their interests with those of Shareholders and provide meaningful incentive to work towards the Company's success;
 - (ii) the issue of the Options is a reasonable and appropriate method to provide cost effective supplementary remuneration to Messrs Pismiris and Argyle thereby allowing the Company to spend a greater proportion of its cash reserves on its operations than it would be alternative cash

forms of remuneration were given to the Related Parties; and

- (iii) it is not considered there is any significant opportunity cost to the Company or benefits foregone by the Company in issuing the Related Party Options upon the terms proposed;
- (p) Mr Pismiris does not wish to make a recommendation to Shareholders in relation to Resolution 6 due to his having a material personal interest in the outcome of the Resolution on the basis that he or his nominee is to be issued Options in the Company should that Resolution be passed. However, in respect of Resolutions 7 and 8, he recommends that Shareholders vote in favour of those Resolutions for the reasons set out in paragraph (m) above;
- (q) Mr Argyle does not wish to make a recommendation to Shareholders in relation to Resolution 7 due to his having a material personal interest in the outcome of the Resolution on the basis that he or his nominee is to be issued Options in the Company should that Resolution be passed. However, in respect of Resolutions 6 and 8, he recommends that Shareholders vote in favour of those Resolutions for the reasons set out in paragraph (n) above;
- (r) Mr Chenu does not wish to make a recommendation to Shareholders in relation to Resolution 8 due to his having a material personal interest in the outcome of the Resolution on the basis that he or his nominee is to be issued Options in the Company should that Resolution be passed. However, in respect of Resolutions 6 and 7, he recommends that Shareholders vote in favour of those Resolutions for the reasons set out in paragraph (o) above;
- (s) in forming their various recommendations, each Director considered the qualifications and experience of each other Related Party, their role in the Company, their existing Option holding, the current market price of Shares, the current market practices when determining the number of Options to be issued as well as the exercise price, expiry date and other material terms of those Options; and
- (t) the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 6 to 8.

8.5 Voting Prohibition – Section 224 of the Corporations Act

Sections 224(1) and (2) of the Corporations Act provide that a vote may not be cast (in any capacity) by or on behalf of the related party to whom the resolution would permit a financial benefit to be given (or an associate of that person) other than a vote cast a proxy by a person in writing that specifies how the proxy is to vote on the proposed resolution and which is not cast on behalf of the relevant related party (or an associate of that person).

9. DEFINITIONS

In this Explanatory Statement:

\$ means Australian dollars.

Annual General Meeting means the meeting of the Shareholders convened for the purposes of considering the Resolutions contained in the Notice of Annual General Meeting.

Associate has the meaning set out in sections 11 to 17 of the Corporations Act.

ASX means the Australian Securities Exchange or ASX Limited (ABN 98 008 624 691), as the context requires.

Board means the Board of Directors of the Company.

Class Order means ASIC Legislative Instrument 14/1000 as amended or replaced from time to time.

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

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

Company or **HotCopper** means HotCopper Holdings Limited, ACN 611 717 036.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice of Annual General Meeting.

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

Listing Rules means the listing rules of the ASX.

Notice of Annual General Meeting means the notice convening the Annual General Meeting accompanying this Explanatory Statement.

Option means an option to subscribe for a Share.

Proxy Form means the form of proxy accompanying this Notice of Annual General Meeting.

Related Party means a party so defined by section 228 of the Corporations Act.

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

Resolution means a resolution proposed to be passed at the Annual General Meeting and contained in the Notice of Annual General Meeting.

Section means a section of the Notice of Annual General Meeting.

Securities means Shares, Options, Performance Rights and convertible notes.

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

Shareholder means a person entered in the Company's register as a holder of a Share.

WST means Western Standard Time.

ANNEXURE A
Nomination of Auditor

The Company Secretary
HotCopper Holdings Limited
Level 11
28 The Esplanade
Perth WA 6000
AUSTRALIA

I, Rachel Lily Norman, being a Shareholder of HotCopper Holdings Limited ("Company"), hereby nominate Ernst & Young, being qualified to act as auditor of the Company and having consented to act as auditor of the Company, to be appointed as the auditor of the Company at the forthcoming Annual General Meeting of HotCopper Holdings Limited proposed to be held on 6 October 2017.



Rachel Lily Norman
14 August 2017

ANNEXURE B

Summary of Incentive Option Plan

1. Eligibility

The Board may, from time to time, in its absolute discretion, make a written invitation to any eligible participant to apply for Options, upon the terms set out in the Option Plan and upon such additional terms and conditions as the Board determines. Eligible participants comprise a director (whether executive or non-executive), a full or part time employee of the Company or any of its subsidiaries (**Group Company**), a casual employee or contractor of a Group Company as defined in the Class Order (together an **Eligible Participant** or **Participant**) and a prospective participant who has entered into an agreement to become an Eligible Participant.

2. Offer and Application Form

An invitation to apply for the grant of Options under the Option Plan must be made pursuant to an offer document (**Offer Document**). At a minimum, the Offer Document must include the following information:

- (a) the maximum number of Options that the Eligible Participant may apply for, or the formula for determining the number of Options that may be applied for;
- (b) the maximum number of Shares that the Participant is entitled to be issued on the exercise of each Option or the formula for determining the maximum number of Shares;
- (c) the Option exercise price (**Exercise Price**);
- (d) any applicable vesting conditions as determined by the Board in its discretion;
- (e) any restriction period the Board has resolved to apply to Shares issued on exercise of the Options;
- (f) when Options will expire (**Expiry Date**);
- (g) the date by which an Offer must be accepted (**Closing Date**);
- (h) any other terms and conditions applicable to the Options; and
- (i) any other information required by law or the Corporations Act, the Class Order or the ASX Listing Rules or the considered by the Board to be relevant to the Options or the Shares to be issued on the exercise of the Options.

An Eligible Participant (or permitted nominee) may accept the invitation in the Offer in whole or in part, by signing and returning an Application Form to the Company no later than the Closing Date. The Board may accept or reject any Application Form in its absolute discretion.

Where the Company needs to rely on the Class Order in respect of an Offer, the Company must have reasonable grounds to believe, when making an Offer, that the number of Shares to be received on exercise of Options offered under an Offer, when aggregated with the number of Shares issued or that may be issued as a result of offers made in reliance on the Class Order at any time during the previous 3 year period under an employee incentive scheme covered by the Class Order or under an ASIC exempt arrangement of a similar kind to an employee incentive scheme, will not exceed 5% of the total number of Shares on issue at the date of the Offer.

3. Terms of the Options

- (a) Unless quoted on the ASX, each Option will be granted to an Eligible Participant under the Option Plan for no more than nominal consideration.
- (b) Each Option will entitle its holder to subscribe for and be issued, one fully paid ordinary share in the capital of the Company (upon vesting and exercise of that Option) unless the Plan or an applicable Offer otherwise provides.
- (c) Options will not be listed for quotation on the ASX, unless the offer provides otherwise. The Company will apply for official quotation of the Shares issued upon the exercise of any vested Options.

- (d) The exercise price of an Option shall be determined by the Board in its absolute discretion but must not be less than any minimum price specified in the ASX Listing Rules.
- (e) A participant is not entitled to participate in or receive any dividend or other Shareholder benefits until its Options have vested and been exercised and Shares have been allocated to the participant as a result of the exercise of those Options.
- (f) There are no participating rights or entitlements inherent in the Options and participants will not be entitled to participate in new issues of securities offered to Shareholders of the Company during the currency of the Options without exercising the Options.
- (g) Subdivision 83A-C of Chapter 2 of the *Income Tax Assessment Act 1997* applies to the Options except to the extent an Offer provides otherwise.
- (h) An Option is non-transferable other than in special circumstances with the consent of the Board (which may be withheld in its absolute discretion).
- (i) There is no right to a change in exercise price or in the number of underlying Shares over which the Option can be exercised conferred by the Options.
- (j) In the event of a reorganisation of the capital of the Company, the Company may alter the rights of the holder of an Option to the extent necessary to comply with the ASX listing rules applying to reorganisations at the time of the reorganisation.
- (k) Following the issue of Shares following exercise of vested Options, Participants will be entitled to exercise all rights of a Shareholder attaching to the Shares, subject to any disposal restrictions advised to the Participant.

4. Vesting and Exercise of Options

- (a) **Vesting Conditions:** Subject to rules 4(b) and 4(c) below, an Option granted under the Plan will not vest and be exercisable unless the vesting conditions (if any) attaching to that Option have been satisfied and the Board has notified the Eligible Participant of that fact within 10 Business Days of becoming aware that any vesting condition has been satisfied.
- (b) **Vesting Condition Waiver:** Notwithstanding rule 4(a) above, the Board may in its absolute discretion, by written notice to an Eligible Participant, resolve to waive any of the vesting conditions applying to the Options. For clarity, the Board may in its discretion waive or reduce any vesting conditions after the time specified for satisfaction of those vesting conditions has passed.
- (c) **Exercise on Vesting:** A Participant (or their personal legal representative where applicable) may, subject to the terms of any Offer, exercise any vested Option at any time after the Board notifies that the Option has vested and before it lapses by providing the Company with:
 - i) 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;
 - ii) a notice addressed to the Company and signed by the Participant stating that the Participant exercises the Options and specifying the number of Options which are exercised; and
 - iii) payment to the Company in cleared funds of an amount equal to the Option Exercise Price multiplied by the number of Options which are being exercised, unless there is no exercise price payable in respect of the Options to be exercised or the Cashless Exercise Facility (explained in rule 4(e)) applies.
- (d) **One or Several Parcels:** Options may be exercised in one or more parcels of any size, provided that the number of Shares issued upon exercise of the number of Options in any parcel is not less than a marketable parcel (as defined in the ASX Listing Rules).
- (e) **Cashless Exercise Facility:**

- (i) The Board may, in its absolute discretion, permit a Participant to exercise some or all of their Options by using the Cashless Exercise Facility. The Cashless Exercise Facility entitles a Participant to set-off the Option Exercise Price against the number of Shares which the Participant is entitled to receive upon exercise of the Participant's Options.
- (ii) If a Participant elects to use the Cashless Exercise Facility, and its use is approved by the Board, the Participant will be issued or transferred that number of Shares (rounded up to the nearest whole number) equal to:
 - (A) the aggregate total Market Value (as determined on the date the vested Options the subject of the Cashless Exercise Facility are exercised) of Shares that would otherwise be issued on exercise of the vested Options had all such Options been exercised for a cash Option Exercise Price. The Market Value is to be calculated as the volume weighted average market prices at which Shares were traded on the ASX during the 10 most recent trading days on which the Shares were traded prior to the day on which the Market Value is to be determined;
 - (B) less the aggregate total Option Exercise Price otherwise payable in respect of the vested Options exercised; and
 - (C) divided by the Market Value of a Share as determined on the date the Options the subject of the Cashless Exercise Facility are exercised.
- (iii) If the Option Exercise Price otherwise payable in respect of the Options being exercised is the same or lower than the Market Value of Shares at the time of exercise, then a Participant will not be entitled to use the Cashless Exercise Facility.
- (f) **Lapsing of Options:** An Option will lapse upon the earlier of:
 - (i) an unauthorised dealing in, or hedging of, the Option;
 - (ii) a vesting condition not being satisfied or becoming incapable of satisfaction;
 - (iii) in respect of an unvested Option, the holder ceases to be an Eligible Participant and the Board fail to exercise its discretion to exercise the unvested Option or allow it to remain unvested;
 - (iv) in respect of vested Options only, a holder ceases to be an Eligible Participant and the Option granted in respect of that holder is not exercised within one (1) month (or such later date as the Board determines) of the date the holder ceases to be an Eligible Participant;
 - (v) the Board deems that an Option lapses due to fraud, dishonesty or other improper behaviour of the holder/Eligible Participant under the rules of the Option Plan;
 - (vi) in respect of an unvested Option, the Company undergoes a change of control or a winding up resolution or order is made, and the Option does not vest in accordance with rules of the Option Plan; and
 - (vii) the expiry date of the Option.

5. Restrictions

- (a) The Board may, in its discretion, determine at any time up until exercise of Options, that a restriction period will apply to some or all of the Shares issued or transferred to a Participant on exercise of those Options (**Restricted Shares**), up to a maximum of seven (7) years from the Grant Date of the Options (**Restriction Period**).
- (b) The Board may, in its sole discretion, having regard to the circumstances at the time, waive a Restriction Period (other than where imposed by the ASX Listing Rules).
- (c) The Company may implement any procedure it considers appropriate to restrict a Participant from dealing with any Shares for as long as those Shares are subject to a Restriction Period.

- (d) Shares are deemed to be subject to a Restriction Period to the extent necessary to comply with any escrow restrictions imposed by the ASX Listing Rules.
- (e) The Participant agrees to execute a restriction agreement in relation to the Restricted Shares reflecting any Restriction Period applying to the Restricted Shares under the Plan or any escrow imposed by the ASX Listing Rules.
- (f) No issue or allocation of Options and/or Shares will be made to the extent that it would contravene the Constitution, Listing Rules, the Corporations Act or any other applicable law.

ANNEXURE C

Terms and Conditions of Options

1. Entitlement

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

2. Exercise Price and Expiry Date

The Options have an exercise price of \$0.25 each (**Exercise Price**) and an expiry date of the date which is 4 years after the date of issue (**Expiry Date**).

3. Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date provided the following condition precedent has been met, where relevant:

- In the case of any management, consultants or employees of the Company, exercise cannot occur whilst there is any unremedied breach of their respective terms of engagement, or cannot occur where the breach is incapable of remedy.

4. Notice of Exercise

The Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised. Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.

5. Shares issued on exercise

Shares issued on exercise of the Options will rank equally with the then shares of the Company.

6. Timing of issue of Shares

After an Option is validly exercised, the Company must, within, 15 Business Days of the notice of exercise and receipt of cleared funds equal to the sum payable on the exercise of the Option:

- (a) issue the Share; and
- (b) do all such acts, matters and things to obtain the grant of official quotation of the Share on ASX no later than 5 Business Days after issuing the Shares.

7. Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of Shares offered to Shareholders during the currency of the Options. However, the Company will give holders of the Options notice of the proposed issue prior to the date for determining entitlements to participate in any such issue.

8. Adjustment for bonus issues of Shares

If the Company makes a bonus issue of Shares to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
- (b) no change will be made to the Exercise Price.

9. Adjustment for entitlement issue

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price of an Option will be reduced according to the following formula:

$$\text{New exercise price} = O - \frac{E[P-(S+D)]}{N+1}$$

- O = the old Exercise Price of the Option.
- E = the number of underlying Shares into which one Option is exercisable.
- P = average market price per Share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date.
- S = the subscription price of a Share under the pro rata issue.
- D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).
- N = the number of Shares with rights or entitlements that must be held to receive a right to one Share.

10. Adjustments for reorganisation

If there is any reconstruction of the issued share capital of the Company, the rights of the Option holders may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

11. Options not quoted

The Company will not apply to ASX for quotation of the Options.

12. Options not transferable

The Options are not transferable.

13. Lodgment Instructions

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for shares on exercise of the Options with the appropriate remittance should be lodged at the Company's share registry.

ANNEXURE D

Valuation of Options

The Options to be issued to the Related Parties pursuant to Resolutions 6 to 8 have been independently valued.

Using the Black & Scholes option model and based on the assumptions set out below, the Options were ascribed the following values:

Assumptions:	Theoretical Valuation	Indicative Valuation ¹
Valuation date	4 August 2017	4 August 2017
Market price of Shares	\$0.14 (being the 5 day weighted closing Share price on the day prior to valuation)	\$0.14 (being the 5 day weighted closing Share price on the day prior to valuation)
Exercise price	\$0.25	\$0.25
Expiry date (length of time from issue)	4 years from date of issue	4 years from date of issue
Risk free interest rate	2.17%	2.17%
Volatility (discount)	47% (based on the underlying volatility of the price of the Company's shares since quotation on ASX)	47% (based on the underlying volatility of the price of the Company's shares since quotation on ASX)
Indicative value per Option	\$0.03	\$0.02
Total Value of Options		
- Mr Alec Pismiris	\$7,500	\$5,000
- Mr Gavin Argyle	\$22,500	\$15,000
- Mr Alec Pismiris	\$22,500	\$15,000

¹ Including a discount factor of 30% to the theoretical value for lack of marketability as the terms and conditions of the Options state that the Options shall not be transferable or listed for official quotation on ASX.

Note: The valuations noted above are not necessarily the market price that the Options could be traded at and is not automatically the market price for taxation purposes.

HOTCOPPER HOLDINGS LIMITED
ACN 611 717 036
PROXY FORM

Name: _____
 Address: _____
 SRN / HIN: _____

Appointment of a proxy

I/We being a member(s) of HotCopper Holdings Limited hereby appoint:

 (Write here the name of the person you are appointing)

or failing the person named, or if no person is named, the Chairman as my/our proxy and to vote in accordance with the following directions (or if no directions have been given, subject to the relevant laws as the proxy sees fit) at the Annual General Meeting of HotCopper Holdings Limited to be held at the Conference Room, Ground Floor, BGC Centre, 28 The Esplanade, Perth, Western Australia at 9.00am (WST) on Friday, 6 October 2017 and at any adjournment of that meeting.

IMPORTANT - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default and you do not mark any of the boxes below you are expressly authorising and directing the Chairman of the Meeting to exercise your proxy in accordance with the Chairman's voting intentions as set out below even though the Chairman may have a personal interest in the Resolution.

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

I/We acknowledge that Resolutions 1, 5, 6, 7 and 8 relate to the remuneration of Key Management Personnel, and that the Chairman intends to vote any undirected proxies in favour of Resolutions 1, 5, 6, 7 and 8. I/We expressly authorise the Chairman to exercise my/our proxy even though Resolutions 1, 5, 6, 7 and 8 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Votes on items of business

(Voting directions to your proxy – please mark **X** to indicate your directions)

		FOR	AGAINST	ABSTAIN*
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – G. Argyle	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Director – C. Chenu	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of Incentive Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval for Issue of Options – A. Pismiris	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval for Issue of Options – G. Argyle	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8	Approval for Issue of Options – C. Chenu	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item.

Appointment of a second proxy

If two proxies are being appointed, the proportion of voting rights this proxy represents is

Authorised signature(s) This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

INDIVIDUAL/SECURITY HOLDER 1
 Individual/Sole Director and
 Sole Company Secretary

SECURITY HOLDER 2
 Director

SECURITY HOLDER 3
 Director/Company Secretary

Contact Email address

Contact Telephone Number

()

Voting by Proxy - How to complete the Proxy Form

Your Name, Address and Shareholder Details

Please complete your name, address and your SRN or HIN as it appears on the share register of HotCopper Holdings Limited.

Appointment of a Proxy

Please write the name of that person you wish to appoint as proxy in the space indicated. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman will be your proxy and vote on your behalf. A proxy need not be a shareholder of HotCopper Holdings Limited.

Votes on Items of Business

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

Appointment of a Second Proxy

If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company or you may copy this form.

To appoint a second proxy, you must state the percentage of your voting rights on each of the first Proxy Form and the second Proxy Form and return both forms together.

Authorised Signature/s

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

- **Joint Holding** in the case of joint holders the Proxy Form must be signed by all holders.
- **Power of Attorney** if signed under a Power of Attorney, you must have already lodged it with the Company, or alternatively, attach the Power of Attorney or a copy to this Proxy Form when you return it.
- **Companies** a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also the sole Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the meeting and a Proxy Form is not used, then an appropriate "Certificate of Appointment of Representative" should be produced prior to admission.

Lodgment of Proxy Form

This Proxy Form and any Power of Attorney or other authority under which it is signed (or a copy or facsimile which appears on its face to be an authentic copy of the proxy, power or authority) must be received no later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged by:

- **posting it to HotCopper Holdings Limited, PO BOX Z5558, St Georges Terrace WA 6831; or**
- **emailing it to the Company at investors@hotcopper.com.au; or**
- **faxing it to the Company on facsimile number +61 8 9315 2233.**