

**MONEY3 CORPORATION LIMITED**  
ABN 63 117 296 143

**ANNUAL GENERAL MEETING**

**The Annual General Meeting of the Company to be held at 2:00 pm  
(AEDT) on 27 November 2018 at:**

**Uni Hill Conference Centre  
30 Graduate Road  
Bundoora  
Victoria 3083**



**Money3 Corporation Limited**  
**ABN 63 117 296 143**  
**Notice of Annual General Meeting**

Notice is given that the Annual General Meeting of the members of Money3 Corporation Limited (**the Company**) will be held at **Uni Hill Conference Centre, 30 Graduate Road Bundoora, Victoria 3083** on **27 November 2018** at **02:00 PM** (AEDT).

Please note that additional information concerning the proposed resolutions is contained in the Explanatory Memorandum that accompanies and forms part of this Notice of Annual General Meeting.

**General Business**

**1. Financial Statements and Reports**

To receive the Financial Statements for Money3 Corporation Limited for the year ended 30 June 2018, together with the Directors' Report and the Auditor's Report as set out in the Annual Report.

**You may download a copy of the Annual Report from our website:**  
<https://investors.money3.com.au>.

**2. Resolution 1 – Remuneration Report**

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

*“That the remuneration report section of the Director's Report for the Company for the year ended 30 June 2018 be adopted.”*

**Information on the remuneration report can be found on pages 14 to 21 of the 2018 Annual Report to Shareholders.**

**3. Resolution 2 – Re-election of Leath Nicholson as Director**

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

*“That Leath Nicholson having retired by rotation in accordance with clause 79(4) of the Company's Constitution, being eligible and having offered himself for re-election in accordance with clause 79(5) of the Company's Constitution, be re-elected as a Director of the Company.”*

**4. Resolution 3 – New Employee Equity Plan (EEP)**

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

*“That, for the purposes of ASX Listing Rule 7.2, Exception 9, the Shareholders approve the issue of securities under the Company's new Employee Equity Plan (EEP) as exception to the requirement to obtain shareholder approval under ASX Listing Rule 7.1.”*

**5. Resolution 4 – Refresh Employee Exempt Share Plan (EESP)**

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

*“That, for the purposes of ASX Listing Rule 7.2, Exception 9, the Shareholders approve the issue of securities under the Company's existing Employee Exempt Share Plan (EESP) as exception to the requirement to obtain shareholder approval under ASX Listing Rule 7.1.”*

## 6. Resolution 5 – Issue of Unlisted Options to Scott Baldwin

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

*“That, pursuant to ASX Listing Rule 10.11, Shareholders approve the issue of 2,000,000 unlisted options to Scott Baldwin (or his nominee) for nil consideration and on the terms set out in the Explanatory Memorandum which accompanies and forms part of this Notice of Meeting”*

## 7. Other Business

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

### Voting exclusions

In accordance with ASX Listing Rule 14.11.1:

- a) in respect of **Resolutions 3 and 4**, the Company will disregard votes cast in favour of the resolution by a Director of the Company entitled to receive the securities in relation to the Company and any of their associates; and
- b) in respect of **Resolution 5**, the Company will disregard votes cast in favour of the resolution by a Director of the Company (except one who is ineligible to participate in any employee incentive) and any associates of those Directors; and

However, in respect of each of the above resolutions, the Company need not disregard any such votes if:

- (a) it is cast by any person referred to above as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

### Additional notes for Resolutions 1, 3,4 & 5

#### Advisory vote for Resolution 1

Section 250R(2) of the Corporations Act 2001 (Cth) requires the Shareholders to vote on an advisory resolution that the Remuneration Report be adopted.

The Remuneration Report details the remuneration policies for the Company and reports the remuneration arrangements for Directors and Key Management Personnel (identified for the purposes of the Accounting Standards). The Remuneration Report is set out on pages **14 to 21** of the 2018 Annual Report to Shareholders.

The vote on this Resolution is advisory only, and does not bind the Directors or the Company. The Board will however consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing the Company’s remuneration policies. Under the Corporations Act 2001, if 25% or more of votes that are cast at the meeting are voted against the adoption of the Remuneration Report at two consecutive AGM’s, Shareholders will be required at the second of those AGMs to vote on an additional resolution (**Spill Resolution**) that a further meeting

be held within 90 days of the Spill Resolution. At that further meeting, all of the Company's Directors (other than any Managing Director) must go up for re-election.

Shareholders will recall that not more than 25% of the votes cast were cast against the 'remuneration resolution' at the 2017 AGM and therefore, there will be no requirement at this AGM for a Spill Resolution.

The Chair will give Shareholders a reasonable opportunity to ask questions about or make comments on the Report.

### **Voting restrictions**

Key Management Personnel (**KMP**) and their closely related parties are not permitted to vote on this Resolution. KMPs of the Company are the Directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's KMPs for the financial year ending 30 June 2018. 'Closely related parties' are defined in the Corporations Act 2001, and include certain of their family members, dependents and companies they control.

However, a KMP may cast a proxy where the proxy specifies in writing how the KMP is to vote (except proxies cast on behalf of another KMP). The Chair is permitted to vote undirected proxies where the Shareholder expressly authorises the chair to exercise the proxy.

Accordingly, if you have appointed the Chair as your proxy you must either direct the Chair how to vote or you must tick the box on the proxy form expressly authorising the Chair to vote undirected proxies notwithstanding that the Chair or KMP may benefit.

**If you do not direct the Chair how to vote or you do not mark the box authorising the Chair to vote undirected proxies, the Chair will not cast your votes on Resolution 1 and your votes will not be counted in calculating the required majority if a poll is called on this resolution**

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on **Resolution 1, 3,4 & 5** by marking either "**For**", "**Against**" or "**Abstain**" on the Voting Form for that item of business.

**The Board encourages you to direct your proxy how to vote on this resolution. The Chairman intends to vote undirected proxies in favour of this resolution.**

By Order of the Board:



Terri Bakos  
Company Secretary  
Melbourne,  
18 October 2018

## Money3 Corporation Limited

ABN 63 117 296 143

### Notice of Annual General Meeting Explanatory Memorandum

This Explanatory Memorandum has been prepared to provide Shareholders with sufficient information to assess the merits of the resolutions contained in the accompanying Notice of Annual General Meeting (**AGM**) of the Company (**Notice**) concerning the meeting to be held at 02:00 PM on 27 November 2018 at Uni Hill Conference Centre, 30 Graduate Road Bundoora, Victoria 3083.

#### 1. Financial Statements and Reports

This agenda item is self-explanatory. In accordance with the *Corporations Act*, Shareholders will be given the opportunity to raise questions on the Financial Statements and Reports, and on the performance of the Company generally. During the discussion of this item, the Company's auditors will be present and will answer qualifying questions.

##### Written questions for the auditor

If you would like to submit a written question to the Company's auditor, please post your question to the Company Secretary or fax it to 03 9093 8227. Written questions must relate to the content of the auditor's report to be considered at the Annual General Meeting or the conduct of the audit. A list of qualifying questions will be addressed at the Annual General Meeting.

Please note that all questions must be received at least five business days before the Annual General Meeting, which is by no later than 11:59 PM, 20 November 2018.

Shareholders should note that the Financial Statements and Reports will be received in the form presented. It is not the purpose and there is no requirement either in the *Corporations Act* or in the Constitution of the Company for Shareholders to approve the financial report, the Directors' Report or the Auditor's Report of the meeting or that the Financial Statements and Reports be accepted, rejected or modified in any way.

#### 2. Resolution 1 – Remuneration Report

Section 250R(2) of the *Corporations Act 2001 (Cth)* requires a resolution that the remuneration report be adopted be put to a vote at the listed company's annual general meeting. The vote is advisory only and does not bind the Directors or the Company.

The Remuneration Report, which forms part of the Directors' Report, is set out on pages 14 to 21 of the 2018 Annual Report and can be found on the Company website at <https://investors.money3.com.au>.

##### **Proxy and Further Information**

The Board of Directors are not aware of any other information which is relevant to the consideration by members of the proposed resolutions which are detailed in the Notice.

In accordance with the *Corporations Act 2001 (Cth)*, a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person according to the Register of Shareholders at 5:00 PM on 23<sup>rd</sup> November 2018.

A Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies. The Proxy Form to be used is to be read in conjunction with and accompanies this notice of meeting.

A proxy need not be a Shareholder of the Company. The proxy form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed by the corporation in accordance with section 250D the Corporations Act 2001 (Cth). Where a proxy is appointed by a Shareholder's attorney, the power of attorney together with evidence of non-revocation must be lodged with the proxy form. Further terms relating to the use of the proxy are described on the accompanying Proxy Form.

A Shareholder may choose whether or not to direct the proxy to vote. If the Shareholder does not direct the proxy how to vote on each resolution, the proxy may vote as the proxy sees fit on the resolutions for which the proxy is not directed (subject to the special voting requirements for Resolution 1, discussed above). A member who is entitled to cast two or more votes may appoint two proxies, may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes of the member.

To be valid, proxies must be received by the Company,

- (a) by mail to Link Market Services Limited, Locked Bag A14, Sydney South, NSW 1235;
- (b) online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) or
- (c) by successful facsimile transmission on: (02) 9287 0309 or
- (d) hand delivered to Link Market Services Limited, Level 12, 680 George Street, Sydney, NSW, 2000

no later than 48 hours prior to the commencement of the Annual General Meeting.

**Prior to making any decision, Shareholders may wish to seek advice from their own independent financial adviser or stockbroker as to the effect of the proposed resolutions.**

### **3. Resolution 2 – Re-election of Leath Nicholson as Director**

**Leath Nicholson retires by rotation and being eligible, offers himself for re-election.**

Leath Nicholson was appointed as a Non-Executive Director on the 29 January 2016.

The Company announced on 2 August 2018 that Mr Nicholson would not stand for re-election and that the Company was looking to appoint new independent directors.

Mr Malone, Executive Chairman, has now informed the board that due to other work commitments, he intends to retire as a director at the conclusion of the Annual General Meeting. In light of this, Mr Nicholson has agreed to put himself forward for re-election with a view to continue as a non-executive director.

The board is pleased that Mr Nicholson has offered to continue in that role given his long

history with the Company and experience in the consumer credit regulatory sector.

Mr Nicholson brings broad commercial and legal experience to Money3, specifically in the area of mergers and acquisitions and corporate governance. He has practised extensively in the consumer credit regulatory sector and has provided legal advice to Money3 in relation to both its corporate and consumer credit obligations since 2010. Mr Nicholson was a Corporate Partner at a leading national law firm, gaining experience with a breadth of ASX listed entities, before co-founding Nicholson Ryan. Mr Nicholson is not classified as an “independent” director having been a provider of material professional services to Money3 through Nicholson Ryan, however the board does not consider this affects his capacity to bring independent judgement to bear on issues before the board and to act in the best interests of the entity. Mr Nicholson is also a Non-Executive Director of AMA Group Limited and Non-Executive Chairman of CCP Technologies Limited.

**The Directors, other than Mr Leath Nicholson who abstains, recommend that Shareholders vote in favour of Resolution 2.**

## 4. Resolution 3 – New Employee Equity Plan

### 4.1 Background

On 10 October 2018 the Board adopted a new Employee Equity Plan (EEP). The EEP replaces the old Employee Equity Plan 2015 (EEP15) which was last approved by Shareholders at the 2015 AGM (Superseded EEP). The EEP was adopted by the Board to meet changing incentive structures of the Company and Australian Taxation Laws.

### 4.2 Overview of the EEP

Summary of the terms of the Plan

<p><b>Eligible Persons</b></p>	<p>Director, officer, employee or contractor of a group company or who is otherwise an Eligible Participant under ASIC Class Order 14/1000 (Eligible Persons). The Plan has been expanded to ‘casual employees’ and prospective employees’ (see below). Participation in the Plan is voluntary.</p> <p>The maximum total number of Shares that can be issued under the EEP is 5% of the Company’s share capital issued during the previous 3 year period.</p>
<p><b>Invitation and Acceptance</b></p>	<p>Securities under the Plan include Shares, Options and Performance Rights (typically a right to acquire a Share without further payment).</p> <p>The Board has the discretion to make invitations to Eligible Persons including determining the total number of awards being made available or the manner for determining that number. The Board may also determine:</p> <ul style="list-style-type: none"> <li>• In respect of Plan Shares, the issue price and any other specific terms and conditions of issue; and</li> <li>• in respect of Options, the exercise period, the exercise price and exercise conditions (if any).</li> </ul>

	<p>No payment is due on the issue of an award under the Plan.</p> <p>An invitation must comply with Class Order 14/1000 and may include a summary or copy of the Plan.</p> <p>Securities issued under the Plan re not transferrable.</p> <p>The Board may accept or reject an application at its discretion.</p>
<b>Options</b>	<p>Subject to any adjustment in the event of a bonus issue, rights issue or reconstruction of capital, each Option is an option to subscribe for one Share. Upon exercise of an Option by the participant, each Share issued will rank equally with other quoted fully paid shares of the Company.</p> <p>Subject to satisfaction of any exercise conditions, an Option may be exercised by notice in writing and payment of exercise price. Options do not carry rights to participate in rights or bonus issues, unless it has been exercised and the Share issued prior to the record date.</p> <p>A Share issued pursuant to an Option may be subject to a Restraint Period.</p>
<b>Capital Events</b>	<p>If there is a variation in the share capital of the Company including a capitalisation, rights issue, sub-division, consolidation, or a reduction of share capital, the Board may, subject to the applicable Listing Rules or the rules of any other relevant stock exchange, make such adjustments as it considers appropriate. In respect of Options, Options must be exercised and in respect of Performance Rights, that Right has vested.</p>
<b>Performance Rights</b>	<p>The Board may issue Performance Rights at its discretion. A Performance Right confers an entitlement to be issued with 1 fully paid ordinary Share, at no cost to the holder.</p> <p>Performance Rights are not transferable.</p> <p>A Share issued pursuant to a Performance Right may be subject to a Restriction Period.</p>
<b>Lapse Awards</b>	<p>Any Options not vested in accordance with the Rules may not be exercised unless otherwise permitted by the Board. A Performance Right will lapse where the performance criteria has not been satisfied under otherwise determined by the Board. Securities will automatically lapse in the event of fraud, breach of dishonesty or in certain circumstances where the participant ceases to be employed or where prescribed.</p>
<b>Administration</b>	<p>The Plan is administered by the Board. The Board may make regulations and determine procedures to administer and implement the Plan and may also terminate or suspend the operation of the Plan at its discretion.</p>
<b>Amendment</b>	<p>The Board may at any time amend the rules governing the operation of the Plan or waive or modify the application of the rules in relation to any participant.</p> <p>However, the Board may not amend the rules in a way that would decrease a participant's rights in respect of options acquired by them, other than amendments required to comply or conform to legislation or listing rules, to correct any manifest error or mistake or to take into account any possible adverse tax implications.</p>



<b>Termination</b>	The Plan may be terminated or suspended at any time by a resolution of the Board, provided the termination or suspension does not materially adversely affect the rights of persons holding shares or options issued under the plan at that time.
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For the purposes of the Plan (as defined in ASIC Class Order 14/1000):

- A **‘Casual Employee’** is an individual who is or might reasonably be expected to be engaged to work the number of hours that are the pro-rate equivalent of 40% or more of a comparable full-time position; and
- A **‘Prospective Employee’** means a person to whom the offer (of securities) is made but who can only accept the offer if an arrangement has been entered into that will result in the person becoming an Eligible Employee.

A copy of the EEP rules is available to members on request from the Company Secretary.

No securities have been issued under this EEP. 5,765,421 securities were issued under the previous EEP15 in the last 3 years.

### 4.3 Purpose of the resolution

ASX Listing Rule 7.1 prohibits a listed Company from issuing or agreeing to issue more than 15% of its issued capital in a 12 month period without shareholder approval (15% Limit), unless an exception applies.

ASX Listing Rule 7.2, Exception 9, allows for the issue of shares to eligible employees without Shareholder approval where the issue is pursuant to an employee incentive scheme and the Shareholders have approved the issue of securities under that scheme as an exception to ASX Listing Rule 7.1.

If passed this resolution will allow the Company to issue securities to employees under the EEP without seeking Shareholder approval.

Issues of securities to **related parties** under the EEP will still require Shareholder approval under ASX Listing Rule 10.14.

As this is a new Plan, there has been no issues under the EEP.

The company’s Remuneration Report sets out the Company’s policies in respect to remuneration and the way in which it uses the EEP to achieve those policy objectives.

Please refer to voting restrictions in the Notice of Meeting.

**The Directors recommend that Shareholders vote in favour of Resolution 3**

## 5. Resolution 4 – Issue under Exempt Employee Share Plan

### 5.1 Background & key terms of the EESP

The Company adopted the Exempt Employee Share Plan (EESP) in 2008 to encourage employees to achieve performance targets of the Company and /or their respective business units.

The EESP operates independently of the EEP discussed in Resolution 3.

#### Summary of key terms

<b>Eligible Persons</b>	Selected permanent employees or directors or who is otherwise an Eligible Participant under ASIC Class Order 14/1000 (Eligible Persons) and satisfy the requirements of subsections 83A-35 and 83A-45 of the Income Tax Assessment Act.
<b>Invitation and Acceptance</b>	<p>Securities issued under the Plan are ordinary fully paid shares. Selected employees and directors of the Company are eligible to participate at the absolute discretion of the Board.</p> <p>The EESP allows employees to acquire up to \$1,000 of fully paid ordinary shares in a 12-month period [without disclosure]</p> <p>The EESP does not contemplate any loans being given to employees.</p> <p>Employees are restricted from dealing in shares issued pursuant to the EESP until the earlier of 3 years after their issue or the date they cease to be an employee.</p> <p>The issue price of a share is a market price mechanism.</p> <p>An invitation must comply with Class Order 14/1000 and may include a summary or copy of the Plan.</p> <p>Securities issued under the Plan re not transferrable.</p> <p>The maximum total number of Shares that can be issued under the EESP is 5% of the Company's share capital issued during the previous 3 year period.</p>
<b>Capital Events</b>	In the event of any reconstruction of the capital of the Company (including consolidation, sub-division, reduction or return of capital), the number of Shares to which each Employee is entitled will be reconstructed in the manner specified by the Listing Rules as applicable at the Issue Date.

<b>Administration</b>	The Plan is administered by the Board. The Board may make regulations and determine procedures to administer and implement the Plan and may also terminate or suspend the operation of the Plan at its discretion.
<b>Amendment</b>	The Board may at any time amend the rules governing the operation of the Plan or waive or modify the application of the rules in relation to any participant. However, the Board may not amend the rules in a way that would decrease a participant's rights in respect of shares acquired by them, other than amendments required to comply or conform to legislation or listing rules, to correct any manifest error or mistake or to take into account any possible adverse tax implications.
<b>Termination</b>	The Plan may be terminated or suspended at any time by a resolution of the Board, provided the termination or suspension does not materially adversely affect the rights of persons holding shares or options issued under the plan at that time.

## 5.2 Purpose of the resolution

ASX Listing Rule 7.1 prohibits a listed Company from issuing or agreeing to issue more than 15% of its issued capital in a 12month period without shareholder approval (15% Limit), unless an exception applies.

ASX Listing Rule 7.2, Exception 9, allows for the issue of shares to employees without Shareholder approval where the issue is pursuant to an employee incentive scheme and the Shareholders have approved the issue of securities under that scheme as an exception to ASX Listing Rule 7.1.

If passed this resolution will allow the Company to issue securities to employees under the EESP without seeking Shareholder approval.

Issues of securities to **related parties** under the EESP will still require Shareholder approval under ASX Listing Rule 10.14.

Please refer to voting restrictions in the Notice of Meeting.

**The Directors recommend that Shareholders vote in favour of Resolution 4.**

## 6. Resolution 5 – Issue of Options to Scott Baldwin

### 6.1 Background

On 10 October 2018, the Board approved the issue of 2,000,000 unlisted options to Mr Baldwin, subject to Shareholder approval, as a long-term incentive (LTI), pursuant to Mr Baldwin's employment contract. The LTI is intended to incentivise Mr Baldwin to achieve long term performance targets, as determined by the Board. The options comprise Mr Baldwin's LTI for the 2 financial years ending 30 June 2019 and 30 June 2020 and comprise a value consistent with his contractual entitlement to an LTI.

As the Options will not be issued under the Company's Employee Equity Plan, Shareholder approval is required under ASX Listing Rule 14.11.

As Mr Baldwin is a director of the Company, the Company is not required to issue a disclosure document for the purposes of Chapter 6D of the Corporations Act.

### 6.2 Purpose of resolution and listing rule 10.11

Under ASX Listing Rule 10.11, an entity cannot agree to issue securities to a 'related party' without the approval of the holders of ordinary securities. A 'related party' includes a non-executive director.

### 6.3 Notice requirements under listing rule 10.11

It is a requirement of ASX Listing Rule 10.13, that a listed entity seeking Shareholder approval under listing rule 10.11 provide the following information:

**(a) The name of the person**

Scott Baldwin

**(b) the maximum number of Options to be issued:**

2,000,000.

**(c) the date by which the entity will issue the Options (which cannot be more than 1 month after the date of this meeting):**

1 December 2018.

**(d) relationship of related parties**

Director of the Company.

**(e) the terms of the Options (including issue price):**

Consideration price	Nil cash consideration Approximate cost based on a Black Scholes valuation: \$0.32 per option. <b>Valuation Parameters:</b> Share Price: \$2.15
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	<p>Life: 5 yrs  Volatility: 30%  Bond Rate: 2.21%  Dividend Yield: 4%</p>
Status of Options	Unquoted
Option Issue price	Each Option is Issued for nil cash consideration.
Option Exercise Price	<p>2,000,000 @ \$2.50 each</p> <p>Each option is convertible into one fully paid ordinary share in the Company upon payment of the Option Exercise Price</p>
Grant Date	1 December 2018
Vesting Date	24 months from issue date
Option expiry date	<p>Option Expiry Date is 5 years from the Option Issue Date (<b>Option Expiry Date</b>).</p> <p>Options may be exercised at any time after the Vesting Date up to the Option Expiry Date.</p> <p>If an Option is not exercised by the Option Expiry Date, it shall automatically terminate. Options are retained on termination.</p>
Status of Share upon exercise	Shares issued on the exercise of Options will be quoted and shall rank equally with all other issued fully paid ordinary Shares

**(f) The intended use of the funds**

No money will be raised on the issue of the options as they have been granted to Mr Baldwin as part of his LTI pursuant to the terms of his employment.


Where approval is obtained for the purpose of ASX Listing Rule 10.11, approval is not also required under ASX Listing Rule 7.1.


Please refer to voting restrictions in the Notice of Meeting.


## LODGE YOUR VOTE

 **ONLINE**  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

 **BY MAIL**  
Money3 Corporation Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

 **BY FAX**  
+61 2 9287 0309

 **BY HAND**  
Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138; or  
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**  
Telephone: +61 1300 554 474



**X99999999999**

## PROXY FORM

I/We being a member(s) of Money3 Corporation Limited and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

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

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

**STEP 1**

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **2.00pm (AEDT) on Tuesday, 27 November 2018 at Uni Hill Conference Centre, 30 Graduate Road, Bundoora, Victoria 3083** (the Meeting) and at any postponement or adjournment of the Meeting.

**Important for Resolutions 1, 3, 4 and 5:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 3, 4 and 5, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**


### VOTING DIRECTIONS

**Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an .**

**STEP 2**

#### Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Issue of Unlisted Options to Scott Baldwin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Leath Nicholson as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3 New Employee Equity Plan (EEP)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Refresh Employee Exempt Share Plan (EESP)	<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 your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

**STEP 3**



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

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

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the 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 are to be voted 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 the items of business, your proxy may 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

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

### SIGNING INSTRUCTIONS

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

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2.00pm (AEDT) on Sunday, 25 November 2018**, being not 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.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



#### BY MAIL

Money3 Corporation Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138  
or  
Level 12  
680 George Street  
Sydney NSW 2000

\* During business hours (Monday to Friday, 9:00am–5:00pm)

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