
INTIGER GROUP LIMITED

ACN 098 238 585

NOTICE OF GENERAL MEETING

The General Meeting of the Company will be held at the offices of Wolfstar Group, Barringtons House, 283 Rokeby Road, Subiaco, Western Australia on 5 October 2018 at 9.30am (WST).

This Notice of 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 accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss any matter please do not hesitate to contact the Company by telephone on +61 (0)8 6141 3500.

INTIGER GROUP LIMITED

ACN 098 238 585

NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Shareholders of Intiger Group Limited (**Company**) will be held at the offices of Wolfstar Group, Barringtons House, 283 Rokeby Road, Subiaco, Western Australia on 5 October 2018 at 9.30am (WST) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of this Notice.

Terms and abbreviations used in this Notice and Explanatory Memorandum are defined in Section 8.

AGENDA

1. Resolution 1 – Ratification of Tranche 1 Placement Securities

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

"That, for the purposes of Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the prior issue of 100,000,000 Shares at a price of \$0.01 per Share and 100,000,000 Options to sophisticated and professional investors for the purpose and on the terms set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution 1 by or on behalf of the Tranche 1 Placement Participants and their nominees, and a person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a Shareholder), and any associates of those persons.

However, the Company will not disregard a vote if:

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

2. Resolution 2 – Ratification of Tranche 1 Lead Manager Options

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

"That, for the purposes of Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 5,000,000 Options to Euroz (or its nominees) on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution 2 by or on behalf of the Euroz and their nominees, and a person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a Shareholder), and any associates of those persons.

However, the Company will not disregard a vote if:

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

3. Resolution 3 - Authority to issue Tranche 2 Placement Securities

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

"That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 200,000,000 Shares at a price of \$0.01 per Share and 200,000,000 Options to sophisticated and professional investors for the purposes and on the terms set out in the Explanatory Memorandum."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution 3 by or on behalf of the Tranche 2 Placement Participants and their nominees, and a person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a Shareholder), and any associates of those persons.

However, the Company will not disregard a vote if:

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

4. Resolution 4 – Authority to issue Tranche 2 Lead Manager Options

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

"That, for the purpose of Listing Rule 7.1 and for all other purposes, Shareholders approve and authorise the Directors to issue of 10,000,000 Options to Euroz (or its nominees) for the purpose and on the terms set out in the Explanatory Memorandum and Schedule 1."

Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution 4 by or on behalf of the Euroz and their nominees, and a person who will obtain a material benefit as a result of the proposed issue (except a benefit solely by reason of being a Shareholder), and any associates of those persons.

However, the Company will not disregard a vote if:

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

Dated 3 September 2018
BY ORDER OF THE BOARD



Stephen Buckley
Company Secretary

INTIGER GROUP LIMITED

ACN 098 238 585

EXPLANATORY MEMORANDUM

1. Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the offices of Wolfstar Group, Barringtons House, 283 Rokeby Road, Subiaco, Western Australia on 5 October 2018 at 9.30am (WST).

This Explanatory Memorandum should be read in conjunction with and forms part of the accompanying Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions set out in the Notice.

A Proxy Form is enclosed with this Notice and Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice and this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Entitlement to attend and vote

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 3 October 2018 at 5.00pm (WST).

2.2 How to vote

Voting in Person

Shareholder who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting if possible, so that their holding may be checked against the Company's register of members and attendances recorded.

Corporate representative

A body corporate, which is a Shareholder or which has been appointed as proxy, may appoint an individual to act as its corporate representative at the Meeting in accordance with section 250D of the Corporations Act. The appropriate appointment document must be produced prior to admission. A form of the certificate can be obtained from the Company's registered office.

Proxies

A Proxy Form is enclosed with this Notice. This is to be used by Shareholder entitled to attend and cast a vote at the Meeting if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited to sign and return the Proxy Form to the Company in accordance with the instructions thereon if they are unable to attend in person. Lodgment of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the General meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

To be effective for the Meeting a proxy appointment (and any power of attorney or other authority under which it is signed or otherwise authenticated, or a certified copy of that authority) must be received by the Company no later than 9.30am (WST) on 3 October 2018, being 48 hours before the time of the Meeting. Any proxy appointment received after that time will not be valid for the scheduled meeting.

By mail: C/- Wolfstar Group, PO Box 52, West Perth WA 6872

By fax: + 61 (0)8 9481 1947

By electronic lodgement: info@wolfstargroup.com.au

For further information concerning the appointment of proxies and the ways in which proxy appointments may be submitted, please refer to the enclosed proxy form.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

Voting by attorney

A Shareholder may appoint an attorney to attend and vote on their behalf. For an appointment to be effective for the Meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company's share registry at least 48 hours prior to the commencement of the Meeting.

Chairperson as proxy

If you appoint a proxy, the Company encourages you to consider directing them how to vote by marking the appropriate box on each of the proposed Resolutions.

If a Shareholder entitled to vote on a Resolution appoints the Chairperson of the Meeting as their proxy (or the Chairperson becomes their proxy by default) and the Shareholder does not direct the Chairperson how to vote on the Resolution the Chairperson intends to vote in favour of each Resolution as proxy for that Shareholder on a poll.

If you do not want to put the Chairperson in the position to cast your votes in favour of any of the proposed Resolutions, you should complete the appropriate box on the Proxy Form, directing your proxy to vote against, or to abstain from voting, on the Resolution.

3. Background

3.1 Placement

On 22 August 2018, the Company announced that it had resolved to undertake a placement to raise up to \$3,000,000 (before costs) (**Placement**). The Placement comprises two tranches consisting of:

- (a) the issue of 100,000,000 Shares at a price of \$0.01 per Share (**Tranche 1 Placement Shares**) with one free attaching Option issued for each Tranche 1 Placement Share issued (**Tranche 1 Options**) to sophisticated investors comprising the Tranche 1 Placement Participants (or their nominees) to raise up to \$1,000,000 (before costs) (**Tranche 1 Placement**); and
- (b) conditional upon the receipt of necessary Shareholder approvals, the issue of 200,000,000 Shares at a price of \$0.01 per Share (**Tranche 2 Placement Shares**) with one free attaching Option issued for each Tranche 2 Placement Share issued (**Tranche 2 Options**), to sophisticated investors comprising the Tranche 2 Placement Participants (or their nominees) to raise up to \$2,000,000 (before costs) (**Tranche 2 Placement**).

The Tranche 1 Options and Tranche 2 Options:

- (a) each have an exercise price of \$0.015 and an expiry date of 31 October 2020; and
- (b) are issued on the terms contained in Schedule 1.

Completion of the Tranche 1 Placement occurred on 29 August 2018. The Company anticipates that the issue of Shares and Options pursuant to the Tranche 2 Placement is expected to take place as soon as reasonable practicable after the Company obtains Shareholder approval pursuant to Resolution 3 below and, in any event, no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

3.2 Use of Proceeds

The funds raised from the issue of the Tranche 1 Placement and the Tranche 2 Placement (if approved) will be used to fund the Company's technology product development and for general working capital purposes.

Capital Structure of the Company

Assuming that resolutions 3 and 4 are approved by the shareholders, the capital structure of the Company, is set out below.

	Number of Shares
Shares on issue at the date of this Notice	1,377,895,817
Shares issued to the Tranche 1 Placement Participants under Resolution 1	100,000,000
Shares to be issued to the Tranche 2 Placement Participants under Resolution 3	200,000,000
Total number of Shares	1,677,895,817

	Number of Options
Options on issue at the date of this Notice	195,000,000
Options issued to the Tranche 1 Placement Participants under Resolution 1	100,000,000
Options to be issued to Euroz in connection with the Lead Manager Placement under Resolution 2	5,000,000
Options to be issued to the Tranche 2 Placement Participants under Resolution 3	200,000,000
Options to be issued to Euroz in connection with the Lead Manager Placement under Resolution 4	10,000,000
Total number of Options	510,000,000

3.3 Directors Recommendation

The Directors consider the Placement to be in the best interest of the Company and recommend that Shareholders vote in favour of Resolutions 1 – 4 to give effect to the Placement.

4. Resolution 1 – Ratification of Tranche 1 Placement Securities

4.1 General

On 29 August 2018, the Company issued the Tranche 1 Placement Shares and Tranche 1 Options to Tranche 1 Placement Participants (or their nominees) to raise \$1,000,000 (before costs).

4.2 Regulatory Requirements

The Tranche 1 Placement Shares were issued within the Company's 15% annual limit permitted under Listing Rule 7.1 without the need for Shareholder approval.

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 provides that where a company in general meeting ratifies a previous issue of securities made pursuant to Listing Rule 7.1, providing that the previous issue did not breach Listing Rule 7.1, the issue of those securities will be deemed to have been with shareholder approval for the purpose of Listing Rule 7.1.

Resolution 1 seeks Shareholder approval pursuant to Listing Rule 7.4 for the ratification of the issue Tranche 1 Placement Shares and Tranche 1 Options. The effect of Shareholders passing Resolution 1 will be to restore the Company's ability to issue securities within the 15% placement capacity under Listing Rule 7.1 during the next 12 months, without the requirement to obtain prior Shareholder approval.

The securities for which approval and ratification is sought under Resolution 1, comprise 10.04% of the Company's fully diluted issued capital (assuming the issue of the maximum number of Shares proposed to be issued pursuant to this Notice and the exercise of all issued Options the subject of this Notice).

4.3 Information required by Listing Rule 7.5

For the purposes of Listing Rule 7.5 information regarding the issue of the Tranche 1 Placement Shares is provided as follows:

(a) Number of securities issued

The Company seeks from Shareholders ratification of the issue of 100,000,000 Tranche 1 Placement Shares and 100,000,000 Tranche 1 Options.

(b) Price at which the securities were issued

The Tranche 1 Placement Shares were issued at \$0.01 each.

The Tranche 1 Options were issued for nil cash consideration.

(c) Terms of the issued securities

The Tranche 1 Placement Shares are fully paid ordinary shares in the capital of the Company and together with each Share issued upon exercise of each Option will rank equally in all respects with the Company's existing Shares on issue.

The Tranche 1 Options have an exercise price of \$0.015 each and an expiry date of 31 October 2020 and were issued on the terms set out in Schedule 1.

(d) Names of the persons to whom the securities will be issued or the basis on which those persons were determined

The Tranche 1 Placement Shares and Tranche 1 Options were issued to sophisticated and professional investors comprising the Tranche 1 Placement Participants (or their nominees), none of whom were related parties of the Company.

(e) Use (or intended use) of funds raised

The funds raised from the issue of the Tranche 1 Placement Shares will be used to fund the Company's technology product development and for general working capital purposes.

(f) Voting exclusion statement

A voting exclusion statement is included in the Notice at Resolution 1 above.

4.4 Board recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

Resolution 1 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 1.

5. Resolution 2 – Ratification of Tranche 1 Lead Manager Options

5.1 General

As set out in section 3.1 of this Explanatory Statement, the Company proposed to raise up to \$3,000,000 (before costs) by the issue of up to 300,000,000 Shares at a price of \$0.01 per Share,

with a corresponding Option for each Share issued by way of a placement to sophisticated and professional investors.

The Company appointed Euroz as its exclusive placement agent in connection with the Placement.

Pursuant to the Company's mandate with Euroz dated 19 August 2018, the Company agreed to issue Options to in part consideration for services provided by Euroz as follows:

- (a) 5,000,000 Options at the same time and on the same terms as those Tranche 1 Options (**Tranche 1 Lead Manager Options**); and
- (b) subject to the receipt of necessary Shareholder approvals and \$2,000,000 being successfully raised pursuant to Tranche Two Placement, 10,000,000 Options at the same time and on the same terms and conditions as the Tranche 2 Options (**Tranche Two Lead Manager Options**).

On 29 August 2018, the Company issued the Tranche One Lead Manager Options to Euroz.

Resolution 2 seeks Shareholder approval for the ratification of the issue of the Tranche One Lead Manager Options.

5.2 Regulatory Requirements

A summary of Listing Rules 7.1 and 7.4 is outlined in Section 4.2 above.

Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.4 for the ratification of the issue of 5,000,000 Lead Manager Options issued pursuant to the 15% capacity under Listing Rule 7.1. The effect of Resolution 2 **Error! Reference source not found.** will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

The securities agreed to be issued, for which approval and ratification is sought under Resolution 2, comprise 0.25% of the Company's fully diluted issued capital (assuming the issue of the maximum number of Shares proposed to be issued pursuant to this Notice and the exercise of all issued Options the subject of this Notice).

5.3 Information required by Listing Rule 7.5

Listing Rule 7.5 requires that the following information be provided to Shareholders in relation to the issue of the Lead Manager Options:

- (a) Number of securities issued

5,000,000 Options were issued as Tranche 1 Lead Manager Options on 29 August 2018.

- (b) Price at which the securities were issued

The Tranche 1 Lead Manager Options were issued for nil cash consideration in satisfaction of lead manager services provided by Euroz in relation to the Placement.

- (c) Terms of the issued securities

The Tranche 1 Lead Manager Options have an exercise price of \$0.015 each and an expiry date of 31 October 2020 and were issued on the terms and conditions set out in Schedule 1.

- (d) Names of the persons to whom the securities will be issued or the basis on which those persons were determined

The Tranche 1 Lead Manager Options were issued to Euroz (or its nominees), who is not a related party of the Company.

- (e) Use (or intended use) of funds raised

No funds will be raised from the issue of the Tranche 1 Lead Manager Options as the Tranche 1 Lead Manager Options will be issued for nil cash consideration in connection with services provided to the Company.

- (f) Voting exclusion statement

A voting exclusion statement is included in the Notice at Resolution 2 above.

5.4 Board recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution

Resolution 2 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution **Error! Reference source not found.**

6. Resolution 3 - Authority to issue Tranche 2 Placement Securities

6.1 General

As set out in section 3.1 of this Explanatory Statement, the Company proposed to raise up to \$3,000,000 (before costs) by the issue of up to 300,000,000 Shares at a price of \$0.01 per Share, with a corresponding Option for each Share issued by way of a placement to sophisticated and professional investors.

Ratification of the issue of the Tranche 1 Placement Shares and Tranche 1 Placement Options is sought under Resolution 1.

Resolution 3 seeks Shareholder approval for the issue of up to 200,000,000 Tranche 2 Placement Shares and 200,000,000 Tranche 2 Options under the Tranche 2 Placement.

6.2 Regulatory Requirements

A summary of Listing Rule 7.1 is provided in Section 4.2 above.

The issue of Shares and Options under the Tranche 2 Placement would have exceeded the Company's 15% placement capacity under Listing Rule 7.1 (given the issue of Tranche One Placement Shares, the Tranche 1 Options and the Tranche 1 Lead Manager Options had exhausted the Company's existing placement capacity prior to ratification of the issues the subject of Resolutions 1 and 2). Accordingly, the Company is seeking approval under Listing Rule 7.1 to issue 200,000,000 Tranche 2 Placement Shares and 200,000,000 Tranche 2 Options.

The securities proposed to be issued, for which approval is sought under Resolution 3, comprise 20.07% of the Company's fully diluted issued capital (assuming the issue of the maximum number of Shares proposed to be issued pursuant to this Notice and the exercise of all issued Options the subject of this Notice).

6.3 Information required by Listing Rule 7.3

For the purposes of Listing Rule 7.3 information regarding the issue of the Tranche 2 Placement Shares is provided as follows:

(a) Maximum number of securities to be issued

The Company intends to issue up to 200,000,000 Tranche 2 Placement Shares and 200,000,000 Tranche 2 Options.

(b) Date of issue

The Tranche 2 Placement Shares and Tranche 2 Options will be issued as soon as possible following the Meeting, but in any event, no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules).

(c) Issue price

The Tranche 2 Placement Shares will be issued at an issue price of \$0.01 per Share.

The Tranche 2 Options will be issued for nil cash consideration.

(d) Names of persons to whom the securities will be issued or the basis on which those persons will be identified

The Tranche 2 Placement Shares and the Tranche 2 Options will be issued to sophisticated and professional investors none of whom will be related parties of the Company.

(e) The terms of the securities

The Tranche 2 Placement Shares will be fully paid ordinary shares of the Company and together with each Share issued upon exercise of each Option will rank equally in all respects with the Company's existing Shares on issue.

The Tranche 2 Options will have an exercise price of \$0.015 each and an expiry date of 31 October 2020 and were issued on the terms set out in Schedule 1.

(f) Use (or intended use) of funds raised

The funds raised from the issue of the Tranche 2 Placement Shares will be used to fund the Company's technology product development and for general working capital purposes.

(g) Progressive issue statement

Subject to paragraph (b), the issue of the Tranche 2 Placement Shares may occur progressively.

(h) Voting exclusion statement

A voting exclusion statement is included in the Notice at Resolution 3 above.

6.4 Board recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 3.

Resolution 3 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 3.

7. Resolution 4 – Authority to issue Tranche 2 Lead Manager Options

7.1 General

The background to the issue of the Tranche 2 Lead Manager Options is set out in section 5.1 of this Explanatory Statement.

7.2 Regulatory Requirements

A summary of ASX Listing Rule 7.1 is set out in Section 4.2 above.

The issue of the Tranche 2 Lead Manager Options will exceed the Company's 15% placement capacity under Listing Rule 7.1 (given the issue of Tranche One Placement Shares, the Tranche 1 Options and the Tranche 1 Lead Manager Options exhausted the Company's existing placement capacity prior to ratification of the issues the subject of Resolutions 1 and 2). Accordingly, the Company is seeking approval under Listing Rule 7.1 to issue 10,000,000 Lead Manager Options.

The securities proposed to be issued, for which approval is sought under Resolution 4, comprise 0.50% of the Company's fully diluted issued capital (assuming the issue of the maximum number of Shares proposed to be issued pursuant to this Notice and the exercise of all issued Options the subject of this Notice).

7.3 Information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the Placement:

(a) Maximum number of securities to be issued

The Company intends to issue 10,000,000 Tranche 2 Lead Manager Options.

(b) Date of issue

The Tranche 2 Lead Manager Options will be issued as soon as possible following the Meeting, but in any event, no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules).

(c) Issue price

The Tranche 2 Lead Manager Options will be issued for nil cash consideration in satisfaction of services provided in connection with the Placement.

- (d) Names of persons to whom the securities will be issued or the basis on which those persons will be identified

The Tranche 2 Lead Manager Options will be issued to Euroz (or its nominees), who is not a related party of the Company;

- (e) Terms of the securities

The Tranche 2 Lead Manager Options have an exercise price of \$0.015 each and an expiry date of 31 October 2020 and will be issued on the terms and conditions set out in Schedule 1.

- (f) Use (or intended use) of funds raised

No Funds will be raised from the issue of the Tranche 2 Lead Manager Options as the Tranche 2 Lead Manager Options are being issued for nil cash consideration in connection with services provided by Euroz (or its nominees) as Lead Manager.

- (g) Voting exclusion statement

A voting exclusion statement for Resolution 4 is included in the Notice at Resolution 4 above.

7.4 Board recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 4.

Resolution 4 is an ordinary resolution.

The Chairperson intends to exercise all available proxies in favour of Resolution 4.

8. Definitions

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

Board means the board of Directors.

Chairperson means the person appointed to chair the Meeting.

Company means Intiger Group Limited ACN 098 238 585.

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

Director means a director of the Company.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Listing Rules means the listing rules of ASX.

Meeting means the General Meeting of the Company the subject of this Notice.

Notice means this notice of meeting.

Options means an option to acquire a Share on the terms contained in Schedule 1.

Placement has the meaning given in Section 3.1

Proxy Form means the proxy form enclosed with this Notice.

Resolution means a resolution contained in this Notice.

Section means a section contained in this Explanatory Memorandum.

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

Shareholder means a shareholder of the Company.

Tranche 1 Lead Manager Options has the meaning given in section 5.2.

Tranche 1 Options has the meaning given in section 3.1.

Tranche 1 Placement has the meaning given in Section 3.1.

Tranche 1 Placement Participants means sophisticated and professional investors who participate in the Tranche 1 Placement.

Tranche 1 Placement Shares has the meaning given in Section 4.1.

Tranche 2 Lead Manager Options has the meaning given in section 5.2.

Tranche 1 Options has the meaning given in section 3.1.

Tranche 2 Placement has the meaning in Section 3.1.

Tranche 2 Placement Participants means sophisticated and professional investors who participate in the Tranche 2 Placement.

Tranche 2 Placement Shares has the meaning in Section 3.1.

WST means Western Standard Time as observed in Perth, Western Australia.

In this Notice, words importing the singular include the plural and vice versa.

SCHEDULE 1 – TERMS AND CONDITIONS OF OPTIONS

(a) **Entitlement**

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

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Option will be \$0.015 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (WST) on 31 October 2020 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable from the date of issue up until the expiry date of the Options (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 15 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary

to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

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

(i) **Reconstruction of capital**

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

(j) **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 capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

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

(l) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

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If you are attending the meeting in person, please bring this with you for Securityholder registration.

Intiger Group Limited | ABN 71 098 238 585

Appointment of Proxy

Holder Number:

STEP 1:	Please appoint a Proxy	<p>Appoint a proxy:</p> <p>I/We being a Shareholder entitled to attend and vote at the General Meeting of the Company, to be held at 9.30am (WST) on Friday, 5 October 2018 at the offices of Wolfstar Group, Barringtons House, 283 Rokeby Road, Subiaco, Western Australia hereby:</p> <p>Appoint the Chairman of the Meeting (Chair) 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 <input style="width: 100%; height: 20px;" type="text"/></p> <p>or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.</p> <p>The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.</p> <p>Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.</p>																				
STEP 2:	Voting Direction	<table style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="text-align: left;">Resolutions</th> <th style="text-align: center;">For</th> <th style="text-align: center;">Against</th> <th style="text-align: center;">Abstain</th> </tr> </thead> <tbody> <tr> <td>1 Ratification of Tranche 1 Placement Securities</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>2 Ratification of Tranche 1 Lead Manager Options</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>3 Authority to issue Tranche 2 Placement Securities</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> <tr> <td>4 Authority to issue Tranche 2 Lead Manager Options</td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> <td style="text-align: center;"><input type="checkbox"/></td> </tr> </tbody> </table> <p><i>Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.</i></p>	Resolutions	For	Against	Abstain	1 Ratification of Tranche 1 Placement Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	2 Ratification of Tranche 1 Lead Manager Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	3 Authority to issue Tranche 2 Placement Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4 Authority to issue Tranche 2 Lead Manager Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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STEP 3		<p>SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED</p> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 33%; text-align: center; border-bottom: 1px solid black; height: 25px;">Individual or Securityholder 1</td> <td style="width: 33%; text-align: center; border-bottom: 1px solid black; height: 25px;">Securityholder 2</td> <td style="width: 33%; text-align: center; border-bottom: 1px solid black; height: 25px;">Securityholder 3</td> </tr> <tr> <td style="text-align: center; font-size: small;">Sole Director and Sole Company Secretary</td> <td style="text-align: center; font-size: small;">Director</td> <td style="text-align: center; font-size: small;">Director / Company Secretary</td> </tr> </table> <p>Contact Name..... Contact Daytime Telephone..... Date / / 2018</p> <p>Email Address _____</p>	Individual or Securityholder 1	Securityholder 2	Securityholder 3	Sole Director and Sole Company Secretary	Director	Director / Company Secretary														
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HOW TO COMPLETE THIS PROXY VOTING FORM

LOGGING YOUR PROXY VOTE

This Proxy Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9.30am (WST) on Wednesday, 3 October 2018 being not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting Forms received after that time will not be valid for the scheduled Meeting.

Voting Forms can be lodged:

 **BY MAIL**
C/- Wolfstar Group
PO Box 52
West Perth WA 6872

 **BY EMAIL**
info@wolfstargroup.com.au

 **BY FACSIMILE**
+ 61 8 9481 1947

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

VOTING UNDER STEP 1 - APPOINTING A PROXY

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. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE 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 these 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 Voting 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 marking 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 SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services on 1300 288 664 or you may copy this form.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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

Joint holding: Where the holding is in more than one name, all of the Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

OTHER RESOLUTIONS

Should any resolution, other than those specified in this Proxy Voting Form, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.