



**engage:BDR Limited**  
**ACN 621 160 585**

# **Notice of General Meeting**

## **Explanatory Statement and Proxy Form**

Date of Meeting:  
**Monday, 1 April 2019**

Time of Meeting:  
**10:00am (AEDT)**

Place of Meeting:  
**Chartered Accountants Australia and New Zealand**  
**Level 18**  
**600 Bourke Street,**  
**Melbourne, Victoria 3000**

*This Notice and Explanatory Statement 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 advisor without delay.*

# engage:BDR Limited

ACN 621 160 585

Registered Office: Scottish House, Level 4, 90 William Street, Melbourne, Victoria, 3000

## NOTICE OF GENERAL MEETING

Notice is hereby given that the General Meeting of Shareholders of engage:BDR Limited (the "Company") will be held at the offices of Chartered Accountants Australia and New Zealand at 10:00am (AEDT) on Monday 1 April 2019 ("Meeting").

### AGENDA

The Explanatory Statement and Proxy Form which accompany and form part of this Notice include defined terms and describe in more detail the matters to be considered at the Meeting. Please consider this Notice, the Explanatory Statement and the Proxy Form in their entirety.

Voting exclusions (where applicable) in respect of each of the Resolutions contained in this Notice are set out in the Explanatory Notes to this Notice set out on page 2.

#### ORDINARY BUSINESS:

##### **Resolution 1: Approval to issue Convertible Notes**

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

*"That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue of 800,000 convertible notes to CST Investment Fund as described in the Explanatory Statement which accompanies and forms part of this Notice."*

##### **Resolution 2: Approval to issue Convertible Notes**

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

*"That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue of up to 4,800,000 convertible notes to CST Investment Fund as described in the Explanatory Statement which accompanies and forms part of this Notice."*

##### **Resolution 3: Approval to issue Fully Paid Ordinary Shares**

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

*"That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the issue of up to 100,000,000 fully paid ordinary shares on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice."*

##### **Resolution 4: Ratification of Prior Issue of Share**

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

*"That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders approve, ratify and confirm the issue of 25,099,423 fully paid ordinary shares on 25 January 2019 at an issue price of \$0.028 (2.8 cents) per share to unrelated professional and sophisticated investors who were existing shareholders of the Company as described in the Explanatory Statement which accompanies and forms part of this Notice."*

**By order of the Board:**



Justin Mouchacca

**Company Secretary**

Dated: **27 February 2019**

## Explanatory Notes

1. **Entire Notice:** The details of the resolution contained in the Explanatory Notes accompanying this Notice should be read together with, and form part of, this Notice.
2. **Record Date:** The Company has determined that for the purposes of the Meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7.00pm on the date 48 hours before the date of the Meeting. Only those persons will be entitled to vote at the Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting. On a poll, members have one vote for every fully paid ordinary share held.

### 3. Proxies

- Votes at the Meeting may be given personally or by proxy, attorney or representative.
- Each shareholder has a right to appoint one or two proxies.
- A proxy need not be a shareholder of the Company.
- If a shareholder is a company it must execute under its common seal or otherwise in accordance with its constitution or the Corporations Act.
- Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise.
- If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.
- A proxy must be signed by the shareholder or his or her attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with the corporation's constitution and the Corporations Act.
- If you sign the proxy form and do not appoint a proxy, you will have appointed the Chairman of the meeting as your proxy.
- To be effective, proxy forms must be received by the Company's share registry (Computershare Limited) no later than 48 hours before the commencement of the General Meeting, this is no later than 10:00am (AEST) on Saturday 30 March 2019. Any proxy received after that time will not be valid for the Meeting.

### 4. Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

### 5. How the Chairman will vote Undirected Proxies

The Chairman will vote undirected proxies in favour of all of the proposed resolutions.

### 6. Voting Exclusion Statement:

#### Resolutions 1, 2 and 3

The Company will disregard any votes cast in favour of these resolutions by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary shares in the Company) and any associates 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
- 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.

### 7. Resolution 4

The Company will disregard any votes cast in favour on Resolution 4 by or on behalf of any person who participated in the relevant issue and any associates of those persons.

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
- 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.

### 8. Enquiries

Shareholders are invited to contact the Company Secretary on (03) 8199 7962 if they have any queries in respect of the matters set out in these documents.

# engage:BDR Limited

ACN 621 160 585

Registered office: Scottish House, Level 4, 90 William Street, Melbourne, Victoria, 3000

## EXPLANATORY STATEMENT

This Explanatory Statement accompanies and forms part of the Notice for the Meeting to be held at the offices of the Chartered Accountants Australia and New Zealand on Monday 1 April 2019 at 10:00am (AEDT). The Notice incorporates, and should be read together with, this Explanatory Statement.

This Explanatory Statement and the Notice are important documents. Please read them carefully.

### A. Background

As announced on 30 January 2019, the Company has amended its Convertible Securities Agreement (**Agreement**) with CST Investment Fund (**CST**) to provide for a capital raising of up to an aggregate of USD\$5.875 million (approx. AUD\$8.2 million) (**Capital Raising**). The Capital Raising comprises:

- issue of 750,000 secured convertible notes upon conversion of 750,000 loan notes (**Series 1 Notes**). The Series 1 Notes were issued on 30 January 2019 with shareholder approval obtained at the general meeting of the Company held on 29 January 2019. Series 1 Notes have terms as set out in the Company's notice of meeting dated 27 December 2018 and the announcements on 19 November 2018 and 30 January 2019;
- issue of 800,000 secured convertible notes to replace 800,000 existing loan notes (**Series 2 Notes**). Shareholder approval for issue of these Series 2 Notes is sought under Resolution 1 of this Notice; and
- issue of up to a further six (6) tranches of 800,000 secured convertible notes (aggregate 4,800,000 additional convertible notes) (**Series 3 Notes**). Shareholder approval for issue of these aggregate maximum 4,800,000 Series 3 Notes is sought under Resolution 2 of this Notice.

On 19 November 2018 the Company announced it was raising \$1.5 million, inclusive of Series 1 Notes. The Capital Raising as announced 30 January 2019 replaces the announced raising on 19 November 2018.

Funds raised under the Capital Raising are proposed to be used for incremental revenue-generating publisher payment and for general working capital purposes.

#### *Terms of loan notes*

The 800,000 loan notes currently on issue to CST are purely debt instruments with no conversion rights and having a maturity date of 90 days from the drawdown of funds (being 30 April 2019). The 800,000 loan notes currently on issue are proposed to be replaced by 800,000 Series 2 Notes.

#### *Terms of Series 2 Notes*

Each Series 2 Note is a secured obligation of the Company that has an issue price of USD\$0.90, face value of USD\$1.00, mature 12 months from the issue of loan notes the Series 2 Notes replace, and are convertible at the lesser of:

- 92% of the lowest daily VWAP during the five (5) Trading Days prior to the date of a conversion notice in respect of those Series 2 Notes being given to the Company, rounded down to the nearest \$0.001; or
- 130% of the five (5) day VWAP during the five (5) Trading Days prior to the date of issue of the Series 2 Notes.

The issue of the Series 2 Notes to replace the loan notes is subject to shareholder approval. The loan notes will be cancelled upon issued of the Series 2 Notes.

There is a drawdown fee of 2% of the aggregate face value as at the date of issue.

Every month commencing 120 days from issue of the 800,000 loan notes (being every month on and from 30 May 2019) the Company will be required to redeem an equal instalment of Series 2 Notes (and Series 3

Notes as applicable) so all notes are redeemed prior to the relevant maturity date, with redemption to occur either through cash payment of 105% of the face value or issue of shares per the variable conversion price.

Series 2 Notes (and Series 3 Notes, as applicable) otherwise have terms as set out in the Company's announcement on 30 January 2019.

#### *Terms of Series 3 Notes*

The Company may issue Series 3 Notes in up to six (6) equal tranches of 800,000 Series 3 Notes at any time prior to 29 January 2021.

Series 3 Notes have identical terms to Series 2 Notes except as set out below:

- Series 3 Notes mature 12 months after issue;
- The issue of Series 3 Notes is subject to and conditional upon:
  - the issue of Series 3 Notes not causing the aggregate face value of all Series 2 Notes and Series 3 Notes then on issue to exceed the lesser of USD\$950,000 or 12% of the Company's market capitalisation at the time of issue;
  - the Company having obtained all required shareholder approval(s) for issue of Series 3 Notes;
  - the average daily dollar trading volume of the Company's shares over the period of twenty (20) Trading Days prior to issue of Series 3 Notes (as reported by Bloomberg LP) being at least \$25,000;
  - the benefit of at least 5 million collateral shares being held by CST. Details of collateral shares are set out in the Company's notice of general meeting dated 27 December 2018;
  - release of a convertible securities cleansing statement to ASX in respect of the relevant Series 3 Notes that are issued; and
  - the daily VWAP on any day having not been equal to or less than \$0.018 (1.8 cents).

CST may waive any or all of the conditions of issue of Series 3 Notes at its discretion.

#### **B. Resolution 1 – Approval to issue Convertible Notes**

Resolution 1 seeks shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of 800,000 Series 2 Notes to CST under the Capital Raising pursuant to the Agreement. Series 2 Notes are proposed to replace the 800,000 loan notes that are currently on issue.

The terms of Series 2 Notes are set out in Section A of this Explanatory Statement.

The Series 2 Notes are proposed to be issued with shareholder approval pursuant to ASX Listing Rule 7.1. This approval also applies to any fully paid ordinary shares issued upon conversion of Series 2 Notes.

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more 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. One circumstance where an action or an issue is not taken into account in the calculation of the 15% threshold is where the issue has the prior approval of shareholders at a general meeting. The effect of Resolution 1 will therefore be to allow the Company to issue fully paid ordinary shares without using the Company's 15% annual placement capacity.

Listing Rule 7.3 requires that the following information be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to Listing Rule 7.1:

- the maximum number of Series 2 Notes to be issued to CST is 800,000;
- the Series 2 Notes will be issued as soon as practicable after the meeting and, in any event, no later than (three) 3 months after the date of this Meeting;
- each Series 2 Notes will have an issue price of USD \$0.90 per note and a face value of USD \$1.00;

- the Series 2 Notes will be issued to CST Investment Fund who is not related to the Company;
- the terms of the Series 2 Notes are described in Section A of this Explanatory Statement;
- the funds raised from issue of Convertible Notes are proposed to be used for incremental revenue-generating publisher payment and for general working capital purposes; and
- A voting exclusion statement is included in the Notice.

*Board Recommendation*

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

**C. Resolution 2: Approval to issue Convertible Notes**

Resolution 2 seeks shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of up to 4,800,000 Series 3 Notes to CST under the Capital Raising pursuant to the Agreement. The issue of Series 3 Notes is subject to and conditional upon satisfaction or waiver of conditions described in Section A of this Explanatory Statement.

The terms of Series 3 Notes are set out in Section A of this Explanatory Statement.

If shareholders do not approve issue of the Series 3 Notes then the Company may, subject to satisfaction or waiver of conditions of issue of Series 3 Notes described in this Explanatory Statement, issue some or all of the Series 3 Notes using its then existing capacity under ASX Listing Rule 7.1.

Notwithstanding the above, the Series 3 Notes are proposed to be issued with shareholder approval pursuant to ASX Listing Rule 7.1. This approval also applies to any fully paid ordinary shares issued upon conversion of Series 3 Notes. Shareholder approval forms a condition (which may be waived at the discretion of CST) to the issue of Series 3 Notes.

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more 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. One circumstance where an action or an issue is not taken into account in the calculation of the 15% threshold is where the issue has the prior approval of shareholders at a general meeting. The effect of Resolution 2 will therefore be to allow the Company to issue fully paid ordinary shares without using the Company's 15% annual placement capacity.

Listing Rule 7.3 requires that the following information be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to Listing Rule 7.1:

- the maximum number of Series 3 Notes that may be issued to CST is 4,800,000;
- the Series 3 Notes will be issued as soon as practicable after the meeting and, in any event, no later than (three) 3 months after the date of this Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules);
- each Series 3 Notes will have an issue price of USD \$0.90 per note and a face value of USD \$1.00;
- the Series 3 Notes will be issued to CST Investment Fund who is not related to the Company;
- the terms of the Series 3 Notes are described in Section A of this Explanatory Statement;
- the funds raised from issue of Convertible Notes are proposed to be used for incremental revenue-generating publisher payment and for general working capital purposes; and
- A voting exclusion statement is included in the Notice.

*Board Recommendation*

The Board unanimously recommends that shareholders vote in favour of Resolution 2.

#### **D. Resolution 3: Approval to issue Fully Paid Ordinary Shares**

Resolution 3 seeks shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of up to 100,000,000 fully paid ordinary Shares at an issue price to be determined following the Meeting but not less than 80% of the VWAP of the Company's ordinary Shares for the 5 days on which trades are recorded prior to the issue date.

The Shares the subject of this Resolution 3 may be issued in response to interest received in respect of investment in the Company's securities. The recipients of these Shares are not known as at the date of the Meeting however it is anticipated they will be a mix of existing shareholders and new investors, each of whom will be unrelated to the Company and will not require disclosure under Chapter 6D of the Corporations Act.

If shareholders approve this Resolution 3, the Company will have the flexibility to issue these Shares without using its existing placement capacity. Receipt of shareholder approval does not, however, mean the Company will issue all or any of these Shares, and the decision to issue Shares remains with the Board.

Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more 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. One circumstance where an action or an issue is not taken into account in the calculation of the 15% threshold is where the issue has the prior approval of shareholders at a general meeting. The effect of Resolution 3 will therefore be to allow the Company to issue fully paid ordinary shares without using the Company's 15% annual placement capacity.

Listing Rule 7.3 requires that the following information be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to Listing Rule 7.1:

- the maximum number of Shares that may be issued is 100,000,000;
- the Shares are proposed to be issued within 3 months of the date of the Meeting. Any shares issued more than 3 months after the date of the Meeting will be issued without Shareholder approval and will use the Company's existing placement capacity. The Company may seek further shareholder approval to issue the Shares the subject of this Resolution 3 in the event such Shares are not issued within 3 months of this Meeting;
- the issue price of Shares will be not less than 80% of the VWAP of the Company's ordinary Shares for the 5 days on which trades are recorded prior to the issue date;
- the Shares are anticipated to be issued to a mix of existing shareholders and new investors, each of whom will be unrelated to the Company and will not require disclosure under Chapter 6D of the Corporations Act;
- the Shares will have the same terms as, and rank equally with, the Company's existing fully paid ordinary shares;
- the funds raised from issue will be used for general working capital purposes; and
- A voting exclusion statement is included in the Notice.

#### *Board Recommendation*

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

#### **E. Resolution 4: Ratification of Prior Issue of Shares**

The Company is seeking Shareholder approval pursuant to ASX Listing Rule 7.4 to ratify the issue of 25,099,423 fully paid ordinary shares at an issue price of \$0.028 (2.8 cents) per share in a placement to unrelated professional and sophisticated investors who were existing shareholders of the Company, raising \$702,783 before costs. The Appendix 3B relating to the issue was announced to ASX on 25 January 2019.

The 25,099,423 fully paid ordinary shares were issued without shareholder approval under the Company's 10% placement capacity pursuant to ASX Listing Rule 7.1A.

ASX Listing Rule 7.1A provides that, subject to receipt of required shareholder approval, in addition to its 15% placement capacity under ASX Listing Rule 7.1 a company is entitled to issue additional securities up to 10% of the issued share capital through placements over a 12-month period after the company's Annual General Meeting, without needing prior shareholder approval. The Company obtained the required shareholder approval for the additional placement capacity under ASX Listing Rule 7.1A at its 2018 Annual General Meeting on 31 May 2018.

ASX Listing Rule 7.4 provides that where a company's shareholders ratify the prior issue of securities made pursuant to ASX Listing Rule 7.1 and/or ASX Listing Rule 7.1A (provided that the previous issue of securities did not breach ASX Listing Rules 7.1 or 7.1A) those securities will be deemed to have been issued with shareholder approval for the purposes of ASX Listing Rule 7.1 and 7.1A (if applicable).

The Company seeks approval under ASX Listing Rule 7.4 to refresh its capacity to make further issues without shareholder approval under ASX Listing Rule 7.1A.

ASX Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to ASX Listing Rule 7.4:

- the total number of fully paid ordinary shares in the Company that were issued was 25,099,423;
- the shares were issued at an issue price of \$0.028 (2.8 cents) per share;
- the shares allotted and issued are fully paid ordinary shares which have the same terms and rights as, and ranking equally with, the Company's existing shares;
- the shares were allotted and issued to unrelated professional and sophisticated investors who were existing shareholders of the Company;
- the funds raised have been, or will be, used to fund the payment of revenue generating publish payments and for working capital requirements; and
- a voting exclusion statement is included in the Notice.

#### ***Board Recommendation***

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



## GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“**\$**” means Australian Dollars;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**AEDT**” means Australian Eastern Daylight Time;

“**Board**” means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

“**Chairman**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**Company**” means engage:BDR Limited ACN 621 160 585;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**CST**” means CST Investment Fund;

“**Director**” means a Director of the Company;

“**Explanatory Statement**” means the explanatory statement which forms part of the Notice;

“**Listing Rules**” means the Listing Rules of the ASX;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means the Notice of Meeting accompanying this Explanatory Statement;

“**Proxy Form**” means the proxy form attached to the Notice;

“**Resolution**” means a resolution referred to in the Notice;

“**Section**” means a section of the Explanatory Statement;

“**Share**” means a fully paid ordinary share in the capital of the Company;


“**Shareholder**” means shareholder of the Company;

“**Trading Day**” means a day determined by ASX to be a trading day in accordance with the Listing Rules and

“**Trading Days**” has a corresponding meaning;

“**VWAP**” means volume weighted average price.

## Lodge your vote:

 **Online:**  
www.investorvote.com.au

 **By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) www.intermediaryonline.com

**For all enquiries call:**  
(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

EN1  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Proxy Form

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### Vote and view the Notice of General Meeting online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

### Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



 **For your vote to be effective it must be received by 10:00am (AEST) Saturday 30 March 2019**

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions for Postal Forms

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

**Joint Holding:** Where the holding is in more than one name, all of the securityholders 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 form when you return it.

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

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** →

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf XX

I/We being a member/s of engage:BDR Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of engage:BDR Limited to be held at Chartered Accountants Australia and New Zealand, Level 18, 600 Bourke Street, Melbourne Victoria 3000 on Monday, 1 April 2019 at 10:00am (AEST) and at any adjournment or postponement of that meeting.

## STEP 2 Items of Business **PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Approval to issue Convertible Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Approval to issue Convertible Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Approval to issue Fully Paid Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Ratification of Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date / /