

VAULT INTELLIGENCE LIMITED
ACN 145 040 857

ADDENDUM TO 2017 NOTICE OF ANNUAL GENERAL MEETING

Vault Intelligence Limited (ACN 145 040 857) (**VLT** or the **Company**) hereby gives notice to shareholders of the Company that, in relation to the Company's Notice of Annual General Meeting dated 20 October 2017 (**Notice of Meeting**) in respect of an Annual General Meeting of Shareholders to be held at 10.00am (AWST), Friday, 24 November 2017 at the Subiaco Hotel, 465 Hay Street, Subiaco, Western Australia, the Directors have determined to issue this addendum (**Addendum**) for the purposes set out below.

Defined terms in the Notice of Meeting have the same meaning in this Addendum unless otherwise stated.

ADDITIONAL RESOLUTIONS 8 & 9

By this Addendum:

- additional Resolutions 8 & 9 as detailed below, are added to the Notice of Meeting;
- a new section in respect of additional Resolutions 8 & 9 is added to the Explanatory Notes to the Notice of Meeting.

REPLACEMENT PROXY FORM

Annexed to this Addendum is a replacement proxy form.

If Shareholders wish to have their votes counted by proxy in respect of Resolutions 8 & 9, Shareholders **MUST** use the attached replacement Proxy Form to vote on **ALL** the Resolutions of business. In the event that a Shareholder provides a replacement Proxy Form, any Proxy Form dispatched with the original Notice of Meeting which has been completed by that Shareholder will be disregarded.

The Company reserves the right to accept Proxy Forms dispatched with the original Notice of Meeting received from Shareholders in the event that a replacement Proxy Form is not provided by the relevant Shareholder.

ENQUIRIES

Shareholders are invited to contact the Company Secretary on +61 8 9388 6020 if they have any queries in respect of the matters set out in this Addendum.

By order of the Board of Directors

Lloyd Flint
Company Secretary
30 October 2017

The following additional Resolutions are inserted in the Notice of Meeting as follows:

8. Resolution 8 – Ratification of the issue of Shares pursuant to the Placement

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, the issue of 46,811,409 ordinary fully paid shares at A\$0.027 per share to sophisticated and professional investors be ratified and approved.”

Voting exclusion: In accordance with the ASX Listing Rules, the Company will disregard any votes cast on Resolution 8 by a person who participated in the issue of securities the subject of this Resolution 8 and any associates of those persons.

However, the Company need not disregard a vote if the vote is cast as proxy for a person who is entitled to vote:

- in accordance with the directions on the replacement proxy form; or
- by the Chair of the meeting in accordance with a direction on the replacement proxy form to vote as the proxy decides.

9. Resolution 9 – Approval to the issue of Shares pursuant to the Placement

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

“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the issue of up to 55,307,652 ordinary fully paid shares at A\$0.027 per share to sophisticated and professional investors on the terms and conditions described in the explanatory notes.”

Voting exclusion: In accordance with the ASX Listing Rules, the Company will disregard any votes cast on Resolution 9 by any person who may participate in the proposed issue and a person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any associates of those persons.

However, the Company need not disregard a vote if the vote is cast as proxy for a person who is entitled to vote:

- in accordance with the directions on the replacement proxy form; or
- by the Chair of the meeting in accordance with a direction on the replacement proxy form to vote as the proxy decides.

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The following new sections are added to the Explanatory Notes to the Notice of Meeting in respect of Resolutions 8 & 9 as follows:

Resolutions 8 and 9 – Approval of Share Placement

Background

On 30 October 2017, the Company announced to ASX a placement of new Shares in the Company to raise approximately A\$4.5 million (before costs) (the **Placement**) to fund:

- further technology development (including mobile and enterprise platform development);
- sales and support staff expansion;
- IT development and product delivery staff expansion; and
- China product development and sales and support expansion; and
- general working capital purposes.

The Placement is being made in two tranches, namely:

- (a) the issue of 46,811,409 Shares at an issue price of \$0.027 per Share (the **Placement Price**), which Shares have already been issued to various institutional and sophisticated investors (**Placement Investors**); and
- (b) the proposed issue of a further 55,307,652 new Shares to these Placement Investors at the Placement Price, subject to Shareholders approving the issue of these new Shares for the purposes of Listing Rule 7.1.

Resolution 8 seeks Shareholder approval to ratify the issue of 46,811,409 new Shares pursuant to the first tranche of the Placement pursuant to ASX Listing Rule 7.4.

Resolution 9 seeks Shareholder approval to the proposed issue of a further 55,307,652 new Shares pursuant to the second tranche of the Placement pursuant to ASX Listing Rule 7.1.

Listing Rules 7.1 and 7.4

ASX Listing Rule 7.1 provides that a company must not issue, or agree to issue, equity securities during any 12 month period which, when aggregated, exceeds 15% of the number of that company's fully paid ordinary securities on issue at the commencement of that 12 month period, unless one of the exceptions in ASX Listing Rule 7.1 applies or Shareholders approve the issue for the purposes of ASX Listing Rule 7.1.

ASX Listing Rule 7.4 provides that an issue of securities made without Shareholder approval under ASX Listing Rule 7.1 will be treated as having been made with shareholder approval for the purposes of ASX Listing Rule 7.1 if the issue did not breach ASX Listing Rule 7.1 at the time the issue was conducted and shareholders subsequently ratify the issue.

Resolution 8 seeks Shareholder approval to ratify the issue of 46,811,409 new Shares pursuant to the first tranche of the Placement for the purposes of ASX Listing Rule 7.4 so that these Shares are treated as if they were issued as having been made with shareholder approval for the purposes of ASX Listing Rule 7.1. The issue of these 46,811,409 new Shares did

not breach ASX Listing Rule 7.1, as the Company had sufficient capacity to issue those Shares without requiring the prior approval of Shareholders under that Listing Rule. The approval of Resolution 8 will provide the Company with greater flexibility to issue further securities up to its 15% placement capacity in accordance with ASX Listing Rule 7.1 without needing to obtain the prior approval of its Shareholders.

Resolution 9 seeks Shareholder approval to the proposed issue of a further 55,307,652 new Shares pursuant to the second tranche of the Placement for the purposes of ASX Listing Rule 7.1. The approval of Resolution 9 will provide the Company with greater flexibility to issue further securities up to its 15% placement capacity in accordance with ASX Listing Rule 7.1 without needing to obtain the prior approval of its Shareholders.

Specific information in relation to Resolution 8

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 8:

- (a) the number of Shares allotted was 46,811,409;
- (b) the Shares were issued at \$0.027 each;
- (c) the Shares were issued on the same terms and conditions as the Company's existing Shares on issue and rank equally in all respects with all other Shares on issue;
- (d) the Shares were issued to various international and Australian sophisticated and professional investors under sections 708(8) – (11) of the Corporations Act. No related parties participated in the Placement; and
- (e) the Company intends to spend the proceeds of the Placement (including the proceeds from the issue of Shares the subject of ratification pursuant to Resolution 8) on the matters set out under the 'Background' above.

A voting exclusion statement is included in the Notice of Meeting.

The Board unanimously recommends Shareholders vote in favour of Resolution 8. The Chair intends to vote undirected proxies in favour of Resolution 8.

Specific information in relation to Resolution 9

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 9:

- (a) the maximum number of Shares to be issued pursuant to Resolution 9 is 55,307,652 fully paid ordinary shares in the capital of the Company;
- (b) if Resolution 9 is approved, the Shares the subject of Resolution 9 will be issued as soon as practicable following the Meeting and in any event no later than 3 months after the date of the Meeting;
- (c) the Shares are to be issued at \$0.027 each;
- (d) the Shares are to be issued on the same terms and conditions as the Company's existing Shares on issue and will rank equally in all respects with all other Shares on issue;
- (e) the Shares are to be issued to various international and Australian sophisticated and professional investors under sections 708(8) – (11) of the Corporations Act. No related parties are to participate in the issue of Shares the subject of Resolution 9;
- (f) the Company intends to spend the proceeds of the Placement (including the proceeds from the issue of Shares the subject of Resolution 9) on the matters set out under the 'Background' above; and
- (g) all of the Shares the subject of Resolution 9 will be issued on one date in accordance with paragraph (b) above.

A voting exclusion statement is included in the Notice of Meeting.

The Board unanimously recommends Shareholders vote in favour of Resolution 9. The Chair intends to vote undirected proxies in favour of Resolution 9.



INTELLIGENT RISK SOFTWARE

Vault Intelligence Limited

ACN 145 040 857

LODGE YOUR VOTE



BY MAIL

Vault Intelligence Limited
PO Box 2025
Subiaco WA 6904



BY FAX

+61 8 9388 6020



BY HAND

Vault Intelligence Limited
Suite 5, Level 1, 12-20 Railway Road, Subiaco WA 6008



ALL ENQUIRIES TO

Telephone: 08 9388 6020

Overseas: +61 8 9388 6020

LODGE MENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given above by **11:00am (WST) on Wednesday, 22 November 2017** 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:

HOW TO COMPLETE THIS SECURITYHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities 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 securityholder 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 securities 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 securities 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 security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- 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 securityholder 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 security registry or online at www.linkmarketservices.com.au.

**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.**

NAME SURNAME
 ADDRESS LINE 1
 ADDRESS LINE 2
 ADDRESS LINE 3
 ADDRESS LINE 4
 ADDRESS LINE 5
 ADDRESS LINE 6



X99999999999

PROXY FORM

I/We being a member(s) of Vault Intelligence 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

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 **11:00am (WST) on Friday, 24 November 2017 at Subiaco Hotel, Mezzanine Level, 465 Hay Street, Subiaco Western Australia** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolutions 1, 6 & 7: 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, 6 & 7, 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 resolution

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

Resolutions

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9 Approval to the issue of Shares pursuant to the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – Mr Robert Kirtlan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3 Election of Director – Mr David Rose	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Ratification of Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
5 Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
6 Approval for the issue of Options to Mr David Rose	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
7 Approval for the issue of Options to Mr Robert Kirtlan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
8 Ratification of the issue of Shares pursuant to the Placement	<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 SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Joint Securityholder 2 (Individual)

Joint Securityholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder'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).

VLT PRX1701D

