



**NOTICE OF ANNUAL GENERAL MEETING
EXPLANATORY MEMORANDUM
PROXY FORM**

To be held at 10:00am AEDT on
Wednesday 30 November 2016 at
The Offices of Walker Wayland NSW
Chartered Accountants
Level 11, 60 Castlereagh Street
Sydney NSW 2000

Shareholders who have elected not to receive a printed copy of the Company's 2016 Annual Report may obtain a copy from the Company's website www.8common.com under Investor Relations

Registered Office:
C/- Walker Wayland NSW
Chartered Accountants
Level 11, 60 Castlereagh Street
Sydney NSW 2000
Australia

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of 8common Limited ('8common' or 'Company') will be held on Wednesday 30 November 2016 at Level 11, 60 Castlereagh Street, Sydney commencing at 10:00am (AEDT).

The Explanatory Memorandum that accompanies and forms part of this Notice describes the matters to be considered at this meeting.

Ordinary Business

Consideration of Financial Report

To receive and consider the Company's financial report and the report of the Directors and the Auditor for the financial year ended 30 June 2016.

Neither the Corporations Act 2001 nor the Company's Constitution requires a vote of shareholders on the annual report or financial statements. However, shareholders will be given the opportunity to ask questions or make comments on the annual report at the meeting.

Resolution 1 – Non-Binding Resolution to Adopt Remuneration Report

To consider and, if thought fit, to pass the following in accordance with section 250R(2) of the Corporations Act:

"That the Remuneration Report for the year ended 30 June 2016 be adopted."

NB: This resolution shall be determined as if it were an ordinary (majority) resolution, but under section 250R(3) of the Corporations Act, the vote does not bind the directors of the company.

Voting Prohibition Statement:

The Company will disregard any votes cast on Resolution 1 by, or on behalf of, any of the following persons:

- a) A member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or
- b) A closely related party of such a member.

However, a person described above may cast a vote on the resolution if:

- The person does so as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution;
- The vote is not cast on behalf of a person described in subparagraphs (a) or (b) above; and
- The vote is cast by the Chairman, as the nominated proxy for a person who is permitted to vote, with express authorization given to the Chair to exercise the proxy even if the resolution is connected directly or indirectly with remuneration of a member of the key management personnel of the Company.

Resolution 2 – Approval of 10% placement capacity

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"That, for the purposes of ASX Listing Rule 7.1A and all other purposes, approval is given for the Company to allot and issue Equity Securities up to 10% of the Company's issued share capital (at the time of the issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Memorandum.

Voting Prohibition Statement:

The Company will disregard any votes cast on Resolution 2 by any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities if the resolution is passed, and any associate of those persons. However, the Company will not disregard a vote if:

(a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

(b) the vote 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.

Resolution 3 – Approve conversion of Convertible Notes to Ordinary Shares for related parties

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

“That, for the purposes of ASX Listing Rule 7.1 and where relevant Listing Rule 10.11, Shareholders approve the conversion of the Convertible Notes to related parties and the issue of fully paid ordinary shares in the Company on the terms and conditions set out in the Explanatory Memorandum.”

Voting Prohibition Statement:

The Company will disregard any votes cast on Resolution 3 by Mr Kah Wui Lim or Mr Nyap Liou Gan and any of their associates.

However, the Company will not disregard a vote if:

(a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

(b) the vote 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.

Resolution 4 – Approval of Incentive Option Plan (ESOP)

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

“That, for the purpose of Listing Rule 7.2, exception 9, and for all other purposes, approval is given for the Company to issue securities under the employee incentive scheme titled “8common Limited Incentive Option plan” on the terms and conditions set out in the Explanatory Memorandum.”

Voting Prohibition Statement:

The Company will disregard any votes cast on Resolution 4 by any Director (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) and an associate of such a Director.

However, the Company need not disregard a vote if:

a) It is cast by a person for a person who is entitled to vote, in accordance with directions on the Proxy Form; or

b) It is cast by the Chair 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.

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, if:

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

However, the above prohibition does not apply if:

- a) The proxy is the Chair; and
- b) The appointment expressly authorizes the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Resolution 5 – Approval of issue of options to CEO – Mr Nick Gonios

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

“That, pursuant to and in accordance with Listing Rule 10.11, Chapter 2E of the Corporations Act and for all other purposes, Shareholders approve the issue of 1,800,000 Option to Mr Nick Gonios (CEO) (or his nominee) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Prohibition Statement:

The Company will disregard any votes cast on Resolution 5 by Mr Nick Gonios (and his nominee) or any of their associates.

However, the Company need not disregard a vote if:

- a) It is cast by a person for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- b) It is cast by the Chair 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.

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, if:

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

However, the above prohibition does not apply if:

- a) The proxy is the Chair; and
- b) The appointment expressly authorizes the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Resolution 6 – Approval of issue of options to Directors – Mr Adrian Bunter

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

“That, pursuant to and in accordance with Listing Rule 10.11, Chapter 2E of the Corporations Act and for all other purposes, Shareholders approve the issue of 150,000 Option to Mr Adrian Bunter (a Director) (or his nominee) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Prohibition Statement:

The Company will disregard any votes cast on Resolution 6 by Mr Adrian Bunter (and his nominee) or any of their associates.

However, the Company need not disregard a vote if:

- c) It is cast by a person for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- d) It is cast by the Chair 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.

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, if:

- c) That person is either:
 - a. A member of the Key Management Personnel; or
 - b. A Closely Related Party of such member; and
- d) The appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- c) The proxy is the Chair; and
- d) The appointment expressly authorizes the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Resolution 7 – Approval of issue of options to Directors – Mr Grant McCarthy

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

“That, pursuant to and in accordance with Listing Rule 10.11, Chapter 2E of the Corporations Act and for all other purposes, Shareholders approve the issue of 150,000 Option to Mr Grant McCarthy (a Director) (or his nominee) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Prohibition Statement:

The Company will disregard any votes cast on Resolution 6 by Mr Grant McCarthy (and his nominee) or any of their associates.

However, the Company need not disregard a vote if:

- e) It is cast by a person for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- f) It is cast by the Chair 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.

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, if:

- e) That person is either:
 - a. A member of the Key Management Personnel; or
 - b. A Closely Related Party of such member; and
- f) The appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- e) The proxy is the Chair; and
- f) The appointment expressly authorizes the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Resolution 8 – Approval of issue of options to Directors – Mr Kah Wui Lim

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

“That, pursuant to and in accordance with Listing Rule 10.11, Chapter 2E of the Corporations Act and for all other purposes, Shareholders approve the issue of 150,000 Option to Mr Kah Wui Lim (a Director) (or his nominee) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Prohibition Statement:

The Company will disregard any votes cast on Resolution 6 by Mr Kah Wui Lim (and his nominee) or any of their associates.

However, the Company need not disregard a vote if:

- g) It is cast by a person for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- h) It is cast by the Chair 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.

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, if:

- g) That person is either:
 - a. A member of the Key Management Personnel; or
 - b. A Closely Related Party of such member; and
- h) The appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- g) The proxy is the Chair; and
- h) The appointment expressly authorizes the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Resolution 9 – Approval of issue of options to Directors – Mr Nyap Liou Gan

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

“That, pursuant to and in accordance with Listing Rule 10.11, Chapter 2E of the Corporations Act and for all other purposes, Shareholders approve the issue of 150,000 Option to Mr Nyap Liou Gan (a Director) (or his nominee) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Prohibition Statement:

The Company will disregard any votes cast on Resolution 6 by Mr Nyap Liou Gan (and his nominee) or any of their associates.

However, the Company need not disregard a vote if:

- i) It is cast by a person for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- j) It is cast by the Chair 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.

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, if:

- i) That person is either:

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

However, the above prohibition does not apply if:

- i) The proxy is the Chair; and
- j) The appointment expressly authorizes the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Resolution 10 – Approval of issue of options to Directors – Mr Zoran Grujic

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

“That, pursuant to and in accordance with Listing Rule 10.11, Chapter 2E of the Corporations Act and for all other purposes, Shareholders approve the issue of 150,000 Option to Mr Zoran Grujic (a Director) (or his nominee) on the terms and conditions set out in the Explanatory Memorandum.”

Voting Prohibition Statement:

The Company will disregard any votes cast on Resolution 6 by Mr Zoran Grujic (and his nominee) or any of their associates.

However, the Company need not disregard a vote if:

- k) It is cast by a person for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- l) It is cast by the Chair 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.

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, if:

- k) That person is either:
 - a. A member of the Key Management Personnel; or
 - b. A Closely Related Party of such member; and
- l) The appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- k) The proxy is the Chair; and
- l) The appointment expressly authorizes the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.

Dated 31 October 2016

BY ORDER OF THE BOARD



Zoran Grujic
Company Secretary

Notes

These Notes and the accompanying Explanatory Memorandum form part of the Notice of Meeting.

Shareholders of 8common

8common has determined that for the purpose of voting at the meeting or adjourned meeting, shares will be taken to be held by those persons recorded on the 8common register of shareholders as at 7:00 pm (AEDT) on 28 November 2016.

Appointment of Proxy

If you are a shareholder, and you are unable to attend and vote at the meeting, and wish to appoint a proxy, please complete and return the enclosed proxy form. A proxy need not be a shareholder of 8common.

To vote by proxy, you need to:

complete and sign the relevant proxy form enclosed with this Notice of Meeting and return the proxy form either:

- by post to Boardroom Limited, GPO Box 3993, Sydney, NSW 2001 or in person to Boardroom Limited, Level 12, 225 George Street Sydney NSW 2000; or
- by facsimile to Boardroom Limited on facsimile number (+61 2) 9290 9655, so that it is received not later than 10:00am (AEDT) on 28 November 2016.

If the appointment is signed by an attorney, the power of attorney or a certified copy of it must be sent with the proxy form.

A shareholder entitled to attend and cast more than 2 votes at the meeting is entitled to appoint no more than 2 proxies to attend and vote in their stead. Where more than one proxy is appointed, each proxy should be appointed to represent a specified proportion of the shareholder's voting rights. Failure to apportion voting rights will result in each proxy being entitled to vote half of the shareholder's votes.

A corporation may elect to appoint a representative in accordance with s 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company before the meeting or at the registration desk on the day of the meeting.

A shareholder may appoint the Chairman of the meeting as their proxy by nominating him in the proxy form. If a shareholder returns their proxy form but does not nominate the identity of their proxy, the Chairman of the meeting will automatically be their proxy. If a shareholder returns their proxy form but their nominated proxy does not attend the meeting, then their proxy will revert to the Chairman of the meeting. For resolutions determined on a poll, if a shareholder's nominated proxy is either not recorded as attending the meeting or does not vote on the resolution in accordance with the shareholder's directions, the Chairman of the meeting is taken, before voting on the resolution closes, to have been appointed as the shareholder's proxy for the purposes of voting on the resolution.

If a shareholder appoints a member of the Company's key management personnel (KMP) (which includes each of the Directors) as proxy, the KMP will not be able to cast the shareholder's votes on Resolution 1 unless the shareholder directs them how to vote or the Chairman of the meeting is the shareholder's proxy. If a shareholder appoints the Chairman of the meeting as their proxy or the Chairman of the meeting is appointed as the shareholder's proxy by default, but the shareholder does not mark a voting box for Resolution 1, then by completing and submitting the proxy form the shareholder will be expressly authorising the Chairman of the meeting to exercise the proxy even though the relevant resolution is connected with the remuneration of the Company's KMP.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the shareholders of 8common to provide information about the items of business to be considered at the Annual General Meeting of shareholders to be held Wednesday, 30 November 2016.

With the exception of Resolution 1 & 2, all of the resolutions to be voted on are ordinary resolutions. An ordinary resolution requires a simple majority of votes cast by shareholders entitled to vote on the resolution in order for it to be carried.

If appropriate and if time permits, the Chairman will discuss significant issues raised by shareholders prior to the Meeting and will invite questions and comments from shareholders on these key issues and any other appropriate and relevant matters that shareholders would like raised at the Meeting.

In addition, a reasonable opportunity will be given to members present at the Meeting to ask the Company's auditor, Walker Wayland, questions relevant to the conduct of the audit, the preparation and content of the Auditors Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor. If you would like to submit a written question to Walker Wayland NSW Chartered Accountants before the Meeting on any of the foregoing matters, please send your question to the Company Secretary, Zoran Grujic, at zoran@8common.com before 25 November 2016.

If you have a more general issue or question that you would like discussed at the Meeting, please write to the Company Secretary, Zoran Grujic, at the above address.

Item 1 – Consideration of Financial Report

The Corporations Act requires that the report of the Directors, the report of the Auditor and the financial reports be presented to the annual general meeting. In addition the Company's constitution provides for such reports and statements to be received and considered at the meeting.

Resolution 1 – Remuneration Report

Consistent with section 250R of the Corporations Act, the Company submits to shareholders for consideration and adoption, by way of a non-binding resolution, its Remuneration Report for the year ended 30 June 2016.

The Remuneration Report is a distinct section of the annual Directors' Report which deals with the remuneration of Directors and Executives (which includes senior management) of the Company. The Remuneration Report can be located in the Company's Annual Report.

Following consideration of the Remuneration Report, the Chairman will give shareholders a reasonable opportunity to ask questions about or make comments upon, the Remuneration Report.

Board recommendation

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

Resolution 2 – Approval of 10% Placement Capacity

ASX Listing Rule 7.1A enables eligible entities to issue Equity Securities (as that term is defined in the ASX Listing Rules) up to 10% of their issued capital through placements over a twelve month period after the

Annual General Meeting (10% Placement Facility). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1.

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The effect of Resolution 2 will be to allow the Directors to issue the Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period separate to the Company's 15% placement capacity under ASX Listing Rule 7.1.

As at the date of this Notice of Meeting the Company has the capacity to issue 54,000,000 shares under listing rule 7.1.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility. Resolution 2 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

The exact number of Equity Securities (if any) to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer to Section 12.2 (c) below). The Company may use funds raised from any 10% Placement Facility for funding specific projects and/or general working capital. It may also use the 10% Placement Facility for non cash consideration purposes such as joint venture or project acquisitions (although the Company presently has no intention to do so).

Formula for calculating Additional 10% Placement Capacity

Listing Rule 7.1A.2 provides that an eligible entity which has obtained shareholder approval at an annual general meeting may issue or agree to issue, during the Additional Placement Period (as defined below), a number of Equity Securities calculated in accordance with the following formula:

(AxD)-E

A is the number of fully paid shares on issue 12 months before the date of issue or agreement:

- plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- plus the number of partly paid shares that became fully paid in the 12 months;
- plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- less the number of fully paid shares cancelled in the 12 months.

D is 10%.

E is the number of Equity Securities issued or agreed to be issue under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rules 7.1 or 7.4.

The Company is putting Resolution 2 to Shareholders to seek approval to issue additional Equity Securities under the Additional 10% Placement Capacity. It is anticipated that funds raised by the issue of Equity Securities under the Additional 10% Placement Capacity would be applied towards general working capital.

Listing Rule 7.1A.

Equity Securities issued under the Additional 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company. As at the date of this Notice the Company has Shares (ASX: 8CO) and Convertible Notes on issue.

Based on the number of shares on issue at the date of this Notice the Company will have 54,000,000 Shares on issue and therefore, subject to Shareholder approval being sought under Resolution 2, 5,400,000 Equity Securities will be permitted to be issued in accordance with Listing Rule 7.1A. Shareholders should note that the calculation of the number of Equity Securities permitted to be issued under the Additional 10% Placement Capacity is a moving calculation and will be based on the formula set out in Listing Rule 7.1A at the time of issue of the Equity Securities. The table below demonstrates various examples as to the number of Equity Securities that may be issued under the Additional 10% Placement Capacity.

Specific Information required by Listing Rule 7.3A

The following information in relation to the Shares to be issued is provided to Shareholders for the purposes of Listing Rule 7.3A:

(a) The Equity Securities will be issued at an issue price of not less than 75% of the volume weighted average price for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:

- i. the date on which the price at which the Equity Securities are to be issued is agreed; or
- ii. if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(b) If Resolution 2 is approved by Shareholders and the Company issues Equity Securities under the Additional 10% Placement Capacity, the existing Shareholders' economic and voting interests in the Company will be diluted. There is also a risk that:

- i. the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the meeting; and
- ii. the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders of the issue of the maximum number of Equity Securities under the Additional 10% Placement Capacity using variables for the number of ordinary securities for variable "A" (as defined in Listing Rule 7.1A) and the market price of Shares. It is noted that the variable "A" is based on the number of ordinary securities the Company has on issue at the time of the proposed issue of Equity Securities.

The table shows:

- i. examples where variable "A" is at its current level and where variable "A" has increased by 50% and 100%;

- ii. examples of where the issue price of ordinary securities is the current market price as at close of trade on 28 October 2016, being \$0.20, (current market price), where the issue price is halved, and where it is doubled; and
- iii. the dilutionary effect will always be 10% if the maximum number of Equity Securities that may be issued under the Additional 10% Placement Capacity are issued.

Variable "A"	Number of Shares issued and funds raised under the 10% Placement Capacity and dilution effect	Dilution		
		\$0.08 Issue Price at half the current market price	\$0.15 Issue Price at current market price	\$0.30 Issue Price at double the current market price
Variable "A" Current Variable A 58,004,155 Shares	Shares issued Funds raised Dilution	5,800,416 \$435,031.16 10%	5,800,416 \$870,062.33 10%	5,800,416 \$1,740,124.65 10%
50% increase in current Variable A 87,006,232 Shares	Shares issued Funds raised Dilution	8,700,623 \$652,546.74 10%	8,700,623 \$1,305,093.48 10%	8,700,623 \$2,610,186.96 10%
100% increase in current Variable A 116,008,310 Shares	Shares issued Funds raised Dilution	11,600,831 \$870,062 10%	11,600,831 \$1,740,125 10%	11,600,831 \$3,480,249 10%

*The number of Shares on issue (Variable A in the formula) could increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1.

Note this table assumes:

- i. No Options are exercised and no Convertible Notes are converted before the date of the issue of the Equity Securities.
- ii. The issue of Equity Securities under the Additional 10% Placement Capacity consists only of Shares.
- iii. The current shares on issue are the Shares on issue as at 26 October 2016.
- iv. The Company issues the maximum possible number of Equity Securities under the 10% Placement Capacity.
- v. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
- vi. The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- vii. This table does not set out any dilution pursuant to approvals under ASX Listing Rule 7.1.
- viii. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- ix. The table does not show an example of dilution that may be caused to a particular Shareholder by

reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.

(c) Approval of the Additional 10% Placement Capacity will be valid from the date of the Annual General Meeting and will expire on the earlier of:

- i. the date that is 12 months after the date of the Annual General Meeting; and
- ii. the date of the approval by Shareholders of a transaction under Listing Rule 11.1.2 (a significant change to that nature of scale of activities) or Listing Rule 11.2 (disposal of main undertaking),

(d) The Company may seek to issue the Equity Securities for the following purposes:

- i. cash consideration. If Equity Securities are issued for cash consideration, the Company intends to use the funds raised towards the development and marketing of the business and to supplement the Company's working capital; or
- ii. non-cash consideration for the settlement of liabilities of the Group. If Equity Securities are issued for non-cash consideration, the Company will comply with Listing Rule 7.1A.3 in relation to such issue and will release the valuation of the non-cash consideration to the market.

The Company will comply with the disclosure obligations under Listing Rule 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

(e) The Company' allocation policy for the issue of Equity Securities under the Additional 10% Placement Capacity will be determined having regard to purpose(s) of the issue(s) and the prevailing market conditions at the time of the proposed issue(s).

The identity of the allottees under the Additional 10% Placement Capacity will be determined on a case-by-case basis having regard to factors which may include the following:

- i. the methods of raising funds that are available to the Company, including but not limited to, entitlements issues or other issues in which existing security holders can participate;
- ii. the dilutionary effect of the proposed issue of the Equity Securities on existing Shareholders at the time of proposed issue of Equity Securities;
- iii. the financial situation and solvency of the Company; and
- iv. advice from professional advisers, including corporate, financial and broking advisers (if applicable).

The Company notes that:

- i. any funds raised from the issue of Shares under the Additional 10% Placement Capacity are likely to be applied towards continued development and marketing of the business and for general working capital purposes;
- ii. it is not possible to determine whether any existing Shareholders, or class of Shareholders, would be invited to apply for any Shares to be issued under the Additional 10% Placement Capacity, or to determine the category of any new investors that may be invited to participate in such a

- fundraising;
- iii. prior to undertaking any fundraising, the Board will have regard to whether it is in the Company's best interests to structure such a fundraising as an entitlements issue to all of the Company's existing Shareholders at that time; and
- iv. the reason for undertaking any particular issue under the Additional 10% Placement Capacity would be announced at the time the Company sought to issue shares under that Additional 10% Placement Capacity.

At the date of this notice, the allottees under the Additional 10% Placement Capacity have not been determined. They may, however, include substantial Shareholders and/or new Shareholders who are not related parties (or their associates) of the Company. If the Company issues the Equity Securities for the settlement of liabilities of the Group, it is likely that the allottees under the Additional 10% Placement Capacity will be those parties to whom the liabilities are owed.

(f) Previous approval under ASX Listing Rule 7.1A

- i. The Company previously obtained approval from its Shareholders pursuant to ASX Listing Rule 7.1A at its Annual General Meeting held on 27 November 2015 (previous Approval)
- ii. The Company issued 4,004,155 Shares (1,091,844 on 20 January 2016, 1,801,111 on 31 March 2016 and 1,111,200 on 20 June 2016) pursuant to the Previous Approval on 27 November 2015 each at an issue price of \$0.18 per share to institutional and sophisticated investors.
- iii. This represents approximately 6.9% of the diluted Equity Securities on issue in the Company at the commencement of that 12 month period.

(g) When the Company issues Equity Securities pursuant to the 10% Placement Capacity, it must give the ASX:

- i. A list of the recipients of the Equity Securities and the number of Equity Securities issued to each (not for release to the market), in accordance with Listing Rule 7.1A.4; and
- ii. The information required by Listing Rule 3.10.5A for release to the market.

(h) A voting exclusion statement is included in the notice. At the date of the Notice, the Company has not determined its allocation policy for the issue of Equity Securities under the 10% Placement Capacity. The Company has not, and has not yet determined to approach, any particular existing security holders or an identifiable class of existing security holders to participate in an offer under the 10% Placement Capacity, and therefore no Shareholder will be excluded from voting on Resolution 2.

Board recommendation

The Directors of the Company believe that Resolution 2 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this resolution.

Voting intention

The Chairman of the meeting intends to vote all undirected proxies in favour of the Resolution.

Resolution 3 – Conversion of Convertible notes to Shares for related parties

As announced to the ASX on 17 October 2016, the Company has issued Unsecured Redeemable Convertible Notes (Notes) to various sophisticated investors which included Directors of the Company and management. In accordance with ASX Listing Rule 7.1 and where relevant Listing Rule 10.11 the company is seeking shareholder approval for the conversion of any Notes held by related parties

Listing Rule 10.11 provides that a company must not issue equity securities to a “related party” without the approval of holders or ordinary securities, or to a person whose relationship with the company or a related party of the company is, in ASX’s opinion, such that approval should be obtained. Further, Listing Rule 7.2 (Exception 14) states that approval pursuant to Listing Rule 7.4 is not required if shareholder approval is obtained under Listing Rule 10.11

Kah Wui Lim and Nyap Liou Gan are related parties by virtue of being Directors of the Company. The Directors have determined to seek Shareholder approval under Listing Rule 10.11 to permit the issue of the Director Shares as related parties of the Company on the terms in Resolution 3.

The issue of the Director Shares under Resolution 3 will not affect the capacity of the Company to issue securities in the next 12 months under Listing Rule 7.1, as those Shares (once issued) will be excluded from the calculations under Listing Rule 7.1

Director	Amount advanced	Maximum conversion to Shares
Kah Wui Lim	150,000	750,000
Nyap Liou Gan	200,000	1,000,000
Total	350,000	1,750,000

Key terms of the Notes include:

- Maturity Date: 7 January 2018;
- Total limit: Up to A\$3,000,000 issued;
- Interest rate: 10% per annum, accruing daily and payable in cash, in arrears;
- Security: Unsecured
- Conversion:
 - At the higher share price of \$0.20;
 - Conversion right lies with the Note holder;

The following information is provided in the event that shares have to be issued under the Convertible Note:

- (a) The maximum number of securities the entity is to issue

The maximum number of Shares to be issued will be 15,000,000

- (b) The date by which the entity will issue the securities

Subject to Shareholder approval, the Shares will be allotted and issued upon conversion of 7 January 2018.

- (c) Issue price of securities

The Shares will be issued at \$0.20 per ordinary share.

- (d) Terms of the securities

The Shares issued rank equally with all other Shares on issue and in all other respects the rights and entitlements of the holders of the Shares are identical to the rights and entitlements of the holders of other issued Shares.

(e) The use or intended use of the funds raised

The funds will be used for the repayment of the current convertible note (\$1,200,000) and accrued interest with the balance to be used as working capital.

Board recommendation

The Directors other Nyap Liou “Larry” Gan and Kah Wui “Nic” Lim believe that Resolution 3 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this resolution.

Resolution 4 –Approval of Incentive Option Plan (ESOP)

This resolution seeks Shareholder approval for the Company to issue Options under the employee incentive scheme titled “8common Limited Option Plan” (**Plan**).

The Board recognises the need to adequately incentivize and remunerate staff and an effective employee incentive scheme can be used as a vehicle for the Company’s Long Term incentive Plan in addition to providing the Board with flexibility to issue other equity incentives offered by the Board from time to time. The Plan is designed to:

- i. Align employee incentives with shareholders’ interests;
- ii. Encourage broad based share ownership by employees at all levels; and
- iii. Assist employee attraction and retention.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

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

If Resolution 4 is passed, the Company will be able to issue Options under the Plan to eligible participants over a period of 3 years from the date of approval without impacting on the Company’s ability to issue up to 15% of its total ordinary securities without prior Shareholder approval in any 12 month period. Any issues of Options under the Plan to a Director, an associate of the Director, or a person whose relationship with the Company, Director or associate of the Director is, in ASX’s opinion, such that approval should be obtained will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time. There is no current intention to issue Options under the Plan to Directors.

Key terms of the Plan are included in Schedule 1.

There have been no issue of securities under the Plan as at the date of this Notice as this is the first approval sought under exception 9(b) of Listing Rule 7.2 with respect to the Plan.

A voting exclusion statement in respect to Resolution 4 is included in the Notice.

Resolution 4 is an ordinary resolution.

Board Recommendation

The Directors consider that the Plan is an appropriate mechanism to assist the recruitment, reward, retention and motivation of employees and senior management of the Company, and unanimously recommend that Shareholders vote in favour of Resolution 5.

Voting Intention

The Chair of the meeting intends to vote undirected proxies in favour of the Resolution.

Resolution 5 – Approval of issue of options to CEO – Mr Nick Gonios

This resolution seeks Shareholder approval for the Company to issue 1,800,000 Options to the Chief Executive Officer Mr Nick Gonios.

The objective of the Company's remuneration framework is to ensure reward for performance is competitive and appropriate for the results delivered. The framework seeks to align executive remuneration with the achievement of strategic objectives and the creation of value for shareholders.

The Company's remuneration structure includes a combination of fixed remuneration and variable or "at risk" remuneration that only vests if predetermined performance conditions are achieved.

Details of Mr Gonios' remuneration are set out in the Remuneration Report in the Annual Report.

Exception 4 of ASX Listing Rule 10.12 provides that an issue of securities under an employee incentive scheme made with approval of ordinary shareholders under ASX Listing Rule 10.14 is an exception to ASX Listing Rule 10.11.

ASX Listing Rule 10.14 prohibits the Company from permitting a director of the Company from acquiring any securities under an employee incentive scheme without shareholder approval. The purpose of Resolution 5 is to seek such approval. If shareholder approval is given under Listing Rule 10.14, approval is not required under Listing Rule 7.1.

Terms & Conditions of grant of Options

Maximum number of Shares

Each vested Option, if any, will, on payment of the exercise price, be converted to one ordinary Share on exercise. Accordingly, the maximum number of Shares that may be acquired by Mr Gonios is 1,800,000 Shares.

The number of Options which will vest in accordance of the conditions as follows:

Vesting Conditions

Mr Gonios must maintain continuous employment with 8common Limited up to and including 1 March 2020 for 100% of the Options to vest (subject to satisfaction of the performance conditions at the termination date). Should Mr Gonios no longer be employed by 8common Limited, any vested options would expire at 5pm 6 months after the termination of employment.

Vesting Date	Number of Options	Exercise Price	Expiry Date
1 March 2017	450,000	\$0.20	1 March 2021
1 September 2017	225,000	\$0.20	1 September 2021
1 March 2018	225,000	\$0.20	1 March 2022
1 September 2018	225,000	\$0.20	1 September 2022
1 March 2019	225,000	\$0.20	1 March 2023
1 September 2019	225,000	\$0.20	1 September 2023
1 March 2020	225,000	\$0.20	1 March 2024
	1,800,000		

The Options do not carry any dividend or voting rights prior to vesting or exercising.

The Company will not apply to the ASX for official quotation of the Options granted under the Plan. Refer to Schedule 3 for the entire terms and conditions of the Options. The Shares issued on exercise of the Options will rank equally with the Company's existing Shares then on issue.

Other information

The Company also provides the following information as required by ASX Listing Rule 10.15:

- The maximum number of securities that may be acquired is 1,800,000 Options;
- The Options will be granted to Mr Gonios (CEO) at no cost;
- There have not been any issue of securities under the Plan;
- There is no loan scheme in relation to the Options or the Plan;
- Mr Gonios is prohibited from hedging the share price exposure in respect of the Options during the exercise period applicable to those Options;
- Subject to Resolution 5 being approved the Company will issue the new Options to Mr Gonios no later than 12 months after the meeting.

The Directors believe that Resolution 5 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this resolution.

The Chairman of the meeting intends to vote all available proxies in favour of Resolution 5.

Resolution 6,7,8, 9 and 10 – Approval of issue of options to Directors

Resolutions 6, 7, 8, 9 and 10 seek Shareholder approval pursuant to Listing Rule 10.11 and Chapter 2E of the Corporations Act for the issue of 750,000 Options as follows:

Director	Number of Options
Mr Adrian Bunter	150,000
Mr Grant McCarthy	150,000
Mr Kah Wai Lim	150,000
Mr Nyap Liou Gan	150,000
Mr Zoran Grujic	150,000
	750,000

The Board acknowledges that the grant of Options to directors may be contrary to Recommendation 8.2 of The Corporate Governance Principles and Recommendations (3rd Edition) as published by the ASX

Corporate Governance Council. However, the Board considers the grant of Options to directors is reasonable in the circumstances given the Company's size and stage of development, and that the incentives represented by the issue of the Options are a cost effective and efficient reward and incentive, as opposed to alternative forms of incentive, such as the payment of cash compensation. It is also not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Options upon the terms proposed.

Shareholder approval is required under Listing Rule 10.11 and section 208 of the Corporations Act because the directors are related parties to the Company.

Listing Rule 10.11 requires shareholder approval for the issue of securities to a related party of the Company unless an exception applies under Listing Rule 10.13.

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless either:

1. The giving of the financial benefit falls within the nominated exceptions to the provision (set out in Section 210 to 216); or
2. Prior shareholder approval is obtained to the giving of the financial benefit (in accordance with Sections 217 to 227).

It is the view of the Directors that the exceptions under Chapter 2E of the Corporations Act and Listing Rule 10.12 may not apply in the current circumstances. Accordingly, Shareholder approval pursuant to Chapter 2E of the Corporations Act and ASX Listing Rule 10.11 is required for the issue of the Options to directors (or their nominees).

Listing Rule 10.13 and section 219 of the Corporations Act requires that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval for the issue of Options:

- i. A total of 750,000 Options will be issued to the Directors (or their nominees) as follow:

Director	Number of Options
Mr Adrian Bunter	150,000
Mr Grant McCarthy	150,000
Mr Kah Wai Lim	150,000
Mr Nyap Liou Gan	150,000
Mr Zoran Grujic	150,000
	750,000

- ii. The maximum number of securities to be issued is 750,000 Options.
- iii. The Company will issue the Options no later than one month after the date of the Meeting or such longer period of time as ASX may in its discretion allow, and it is anticipated that the issue will occur on one date.
- iv. Each Option will have an issue price of nil. Each Option entitles the holder to subscribe for one Share at an exercise price of \$0.20. Refer to Schedule 2 for the entire terms and conditions of the Options. The Shares issued on exercise of the Options will rank equally with the Company's existing Shares then on issue.
- v. The directors have interests in Resolutions 6, 7, 8, 9 and 10 and therefore believe that it is inappropriate to make a recommendation.
- vi. The Options will be issued for nil consideration. Accordingly, no funds will be raised. However, the Options will raise funds if they are exercised by the Directors (or their nominees). No decision has been made on how funds raised from the exercise of Options will be used. The Board will consider the circumstances of the Company at the time the funds are raised.
- vii. Other than the information above and otherwise in this Explanatory Memorandum, the Board believes that there is no other information that would be reasonably required by Shareholders to pass Resolution 6, 7, 8, 9 and 10.
- viii. A voting exclusion statement has been included for each Resolution

Approval pursuant to ASX Listing Rule 7.1 is not required in order to issue the Options to Messrs Bunter, McCarthy, Lim, Gan and Grujic (or their nominees) as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Options to Messrs Bunter, McCarthy, Lim, Gan and Grujic (or their nominees) will not be included in the 15% calculation of the Company's annual placement capacity pursuant to ASX Listing Rule 7.1.

For the reasons set out in (v) above the Board is unable to provide a recommendation in relation to Resolution 6, 7, 8, 9 and 10.

The Chairman of the meeting intends to vote all available proxies in favour of Resolution 6, 7, 8, 9 and 10.

SCHEDULE 1

Key Terms and Conditions of the Employee Incentive Option Plan

- a) **Eligibility:** Participants in the Plan may be:
- i) A Director (whether executive or non-executive) of the Company, its subsidiaries and any other related body corporate of the Company (**Group Company**)
 - ii) A full or part time employee of any Group Company;
 - iii) A casual employee or contractor of a Group Company to the extent permitted by ASIC Class Order 14/1000 (or any amendment to or replacement of that Class Order) (**Class Order**); or
 - iv) A prospective participant, being a person to whom the offer is made but who can only accept the offer if an arrangement has been entered into that will result in the person becoming a participant under clauses (a), (b) or (c) above,

Who is declared by the Board to be eligible to receive grants of Options under the Plan (**Participants**).

- b) **Offer:** The Board may, from time to time, in its discretion, make a written offer to any Participant (including a Participant who has previously received an offer) to apply for up to a specified number of Options, upon the terms set out in the Plan and upon such additional terms and conditions as the Board determines.
- c) **Plan limit:** The Company must have reasonable grounds to believe, when making an offer, that the number of Shares to be received on exercise of Options offered under an offer, when aggregated with the number of Shares issued or that may be issued as a result of offers made in reliance on the Class Order at any time during the previous 3 year period under an employee incentive scheme covered by the Class Order or an ASIC exempt arrangement of a similar kind to an employee incentive scheme, will not exceed 5% of the total number of Shares on issue at the date of the offer.
- d) **Issue price:** unless the Options are quotes on the ASX, Options issued under the Plan will be issued for no more than nominal cash consideration.
- e) **Vesting Conditions:** An Option may be made subject to vesting conditions as determined by the Board in its discretion and as specified in the offer for the Option.
- f) **Vesting:** The Board may in its absolute discretion (except in respect of a Change of Control occurring where Vesting Conditions are deemed to be automatically waived) by written notice to a Participant, resolve to waive any of the Vesting Conditions applying to Options due to
- i) The participant ceasing to be a Participant due to death or total and permanent disability; or
 - ii) a Change of Control occurring; or
 - iii) the Company passing a resolution for voluntary winding up, or an order is made for the compulsory winding up of the Company.
- g) **Lapse of an Option:** An Option will lapse upon the earlier to occur of:
- i) An unauthorized dealing in the Option;
 - ii) A Vesting Condition in relation to the Option is not satisfied by its due date, or becomes incapable of satisfaction, unless the Board exercises its discretion to vest the Option (eg due to death, total and permanent disability);
 - iii) In respect of unvested Option only, a Participant ceases to be a Participant, unless the Board exercises its discretion to vest the Rights (eg due to death, total and permanent disability) or allow the unvested Options to remain unvested after the relevant person ceases to be a Participant;

- iv) In respect of vested Options only, a relevant person ceases to be a Participant and the Options granted in respect of that person is not exercised within one (1) month (or such later date as the Board determines) of the date that the person ceases to be a Participant;
 - v) The Board deems that an Option lapses due to fraud, dishonesty or other improper behavior of the Participant;
 - vi) The Company undergoes a change in control or winding up, and the Board does not exercise its discretion to vest the Option;
 - vii) The expiry date of the Option; and
 - viii) The 7 year anniversary of the date of grant of the Option.
- h) **Not transferrable:** Options are only transferrable with the prior written consent of the Board (which may be withheld in its absolute discretion) or by force of law upon death to the participant's legal personal representative or upon bankruptcy to the participant's trustee in bankruptcy.
- i) **Shares:** Shares resulting from the exercise of the Options shall, subject to any Sale Restrictions (refer below) from the date of issue, rank on equal terms with all other Shares on issue.
- j) **Quotation of Shares:** If Shares of the same class as those issued upon exercise of Options issued under the Plan are quoted on the ASX, the Company will, subject to the ASX Listing Rules, apply to the ASX for those Shares to be quoted on ASX within 10 business days of the later of the Shares are issued and the date any restriction period applying to the disposal of Shares ends.
- k) **Share Sale Restrictions:** The Board may, in its discretion, determine at any time up until exercise of Options, that a restriction period will apply to some or all of the Shares issued to a Participant (or their eligible nominee) on exercise of those Options up to a maximum of seven (7) years from the grant date of the Options.
- l) **No Participation Rights:** There are no participating 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.
- m) **Reorganisation:** If, at any time, the issued capital of the Company is reorganized (including consolidation, subdivision, reduction or return) , all rights of an Option are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reorganization.
- n) **Amendments:** Subject to express restrictions set out in the Plan and complying with the Corporations Act, ASX Listing Rules and any other applicable law, the Board may at any time by resolution amend or add to all or any of the provisions of the Plan, or the terms or conditions of any Option granted under the Plan including giving any amendment retrospective effect.

Definitions: Capitalised terms used in the above summary are as defined in the Plan, including:

means:

- A bona fide Takeover Bid is declared unconditional and the bidder has acquired a Relevant Interest in at least 50.1% of the Company's issued Shares;
- A court approves, under section 411(4)(b) of the Corporations Act, a proposed compromise or arrangement for the purpose of, or in connection with, a scheme for the reconstruction of the Company or its amalgamation with any other company or companies; or
- In any other case, a person obtains Voting Power in the Company which the Board (which for the avoidance of doubt will comprise those Directors immediately prior to the person acquiring that Voting Power) determines, acting in good faith and in accordance with their fiduciary duties, is sufficient to control the composition of the Board.

SCHEDULE 2

Key Terms and Conditions of Options

The Options entitle the holder to subscribe for Shares on the following terms and conditions:

a) **Exercise Price**

The exercise price per Option is \$0.20.

b) **Entitlement**

Each Option shall entitle the holder the right to subscribe (in cash) for one Share in the capital of the Company.

c) **Option Period**

The Options will expire at 5:00pm AEDT on the date that is four years after the date of grant of the Options (**Expiry Date**). Subject to clause (g), Options may be exercised at any time prior to the expiry date and Options not so exercised shall automatically lapse on the Expiry Date.

d) **Ranking of Share Allotted on Exercise of Option**

Each Share allotted as a result of the exercise of any Option will, subject to the Constitution of the Company, rank in all respects pari passu with the existing Shares in the capital of the Company on issue at the date of issue.

e) **Voting**

A registered owner of an Option (**Option Holder**) will not be entitled to attend or vote at any meeting of the members of the Company unless they are, in addition to being an Option Holder, a member of the Company

f) **Transfer of an Option**

Options are transferrable at any time prior to the Expiry Date. This right is subject to any restrictions on the transfer of Options that may be imposed by the ASX.

g) **Method of Exercise of an Option**

- i. The Company will provide to each Option Holder a notice that is to be completed when exercising the Options (**Notice of Exercise of Options**). Options may be exercised by the Option Holder by completing the Notice of Options and forwarding the same to the Company Secretary to be received prior to the expiry date. The Notice of Exercise of Options must state the number of Options exercised and the consequent number of ordinary shares in the capital of the company to be allotted; which number of Options must be a multiple of 2,500 if only part of the Option Holder's total Options are exercised, or if the total number of Options held by an Option Holder is less than 2,500, then the total of all Options held by the Option Holder must be exercised.
- ii. The Notice of Exercise of Options by an Option Holder must be accompanied by payment in full for the relevant number of shares being subscribed.
- iii. Subject to paragraph (g)(i) above, the exercise of less than all of an Option Holder's Options will not prevent the Option Holder from exercising the whole or any part of the balance of the Option holder's entitlement under the Options Holder's remaining Options.
- iv. Within 14 business days from the date the Option Holder properly exercises Options held by the Option Holder, the Company shall issue and allot to the option Holder that number of Shares in the capital of the company so subscribed for by the Option Holder.

- v. The Company will within 3 business days from the date of issue and allotment of Shares pursuant to the exercise of an Option, apply to the ASX for, and use its best endeavors to obtain, Official Quotation of all such Shares, in accordance with the Corporations Act and the Listing Rules of the ASX.
- vi. The Company will generally comply with the requirements of the Listing Rules in relation to the timetables imposed when quoted Options are due to expire. Where there shall be any inconsistency between the timetables outlined herein regarding the expiry of the Options and the timetable outlined in the Listing Rules, the timetable outlined in the Listing Rules shall apply.

h) ASX Quotation

Application for quotation of the Options on the ASX will not be made.

i) Reconstruction

In the event of a reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the Option Holder will be changed to the extent necessary to comply with the Corporations Act and ASX Listing Rules applying to the reconstruction of capital, at the time of the reconstruction.

j) Participation in New Share Issues

There are no participating rights or entitlements inherent in the Options to participate in any new issues of capital, which may be made or offered by the Company to its shareholders from time to time prior to the expiry dates unless and until the Options are exercised. The Company will ensure that during the exercise period, the record date for the purpose of determining entitlements to any new such issue, will be such date required under the Listing Rules in order to afford the Option Holder an opportunity to exercise the Options held by the Option Holder

k) No Change of Options' Exercise Price or Number of Underlying Shares

There are no rights to change the exercise price of the Options or the number of underlying Shares if there is a bonus issue to the holders of ordinary shares. If the Company makes a pro rata issue of securities (except a bonus issue) to the holders of ordinary shares (other than an issue in lieu or in satisfaction of dividends or by way or dividend investment) the Option exercise price shall be reduced according to the formula specified in the Listing Rules.

SCHEDULE 3

Key Terms and Conditions of Executive Options

The Executive Options entitle the holder to subscribe for Shares on the following terms and conditions:

a) **Exercise Price**

The exercise price per Option is \$0.20.

b) **Entitlement**

Each Option shall entitle the holder the right to subscribe (in cash) for one Share in the capital of the Company.

c) **Vesting and Option Period**

The Options will expire at 5:00pm AEDT on the date that is four years after the date of grant of the Options (**Expiry Date**). Subject to clause (g), Options may be exercised at any time prior to the expiry date and Options not so exercised shall automatically lapse on the Expiry Date.

Vesting Date	Number of Options	Exercise Price	Expiry Date
1 March 2017	450,000	\$0.20	1 March 2021
1 September 2017	225,000	\$0.20	1 September 2021
1 March 2018	225,000	\$0.20	1 March 2022
1 September 2018	225,000	\$0.20	1 September 2022
1 March 2019	225,000	\$0.20	1 March 2023
1 September 2019	225,000	\$0.20	1 September 2023
1 March 2020	225,000	\$0.20	1 March 2024
	1,800,000		

d) **Ranking of Share Allotted on Exercise of Option**

Each Share allotted as a result of the exercise of any Option will, subject to the Constitution of the Company, rank in all respects pari passu with the existing Shares in the capital of the Company on issue at the date of issue.

e) **Voting**

A registered owner of an Option (**Option Holder**) will not be entitled to attend or vote at any meeting of the members of the Company unless they are, in addition to being an Option Holder, a member of the Company

f) **Transfer of an Option**

Options are transferrable at any time prior to the Expiry Date. This right is subject to any restrictions on the transfer of Options that may be imposed by the ASX.

g) **Method of Exercise of an Option**

- i. The Company will provide to each Option Holder a notice that is to be completed when exercising the Options (**Notice of Exercise of Options**). Options may be exercised by the Option Holder by completing the Notice of Options and forwarding the same to the Company Secretary to be received prior to the expiry date. The Notice of Exercise of Options must state the number of Options exercised and the consequent number of ordinary shares in the capital of the company to be allotted; which number of Options must be a multiple of 2,500 if only part of the Option Holder's total Options are exercised,

or if the total number of Options held by an Option Holder is less than 2,500, then the total of all Options held by the Option Holder must be exercised.

- ii. The Notice of Exercise of Options by an Option Holder must be accompanied by payment in full for the relevant number of shares being subscribed.
- iii. Subject to paragraph (g)(i) above, the exercise of less than all of an Option Holder's Options will not prevent the Option Holder from exercising the whole or any part of the balance of the Option holder's entitlement under the Options Holder's remaining Options.
- iv. Within 14 business days from the date the Option Holder properly exercises Options held by the Option Holder, the Company shall issue and allot to the option Holder that number of Shares in the capital of the company so subscribed for by the Option Holder.
- v. The Company will within 3 business days from the date of issue and allotment of Shares pursuant to the exercise of an Option, apply to the ASX for, and use its best endeavors to obtain, Official Quotation of all such Shares, in accordance with the Corporations Act and the Listing Rules of the ASX.
- vi. The Company will generally comply with the requirements of the Listing Rules in relation to the timetables imposed when quoted Options are due to expire. Where there shall be any inconsistency between the timetables outlined herein regarding the expiry of the Options and the timetable outlined in the Listing Ruled, the timetable outlined in the Listing Rules shall apply.

h) ASX Quotation

Application for quotation of the Options on the ASX will not be made. However, the Company will apply for quotation of all Shares allotted pursuant to the exercise of Options on ASX within 3 business days after the date of allotment of those Shares.

i) Reconstruction

In the event of a reconstruction (including consolidation, sub-division, reduction or return) of the issued capital of the Company, all rights of the Option Holder will be changed to the extent necessary to comply with the Corporations Act and ASX Listing Rules applying to the reconstruction of capital, at the time of the reconstruction.

j) Participation in New Share Issues

There are no participating rights or entitlements inherent in the Options to participate in any new issues of capital, which may be made or offered by the Company to its shareholders from time to time prior to the expiry dates unless and until the Options are exercised. The Company will ensure that during the exercise period, the record date for the purpose of determining entitlements to any new such issue, will be such date required under the Listing Rules in order to afford the Option Holder an opportunity to exercise the Options held by the Option Holder

k) No Change of Options' Exercise Price or Number of Underlying Shares

There are no rights to change the exercise price of the Options or the number of underlying Shares if there is a bonus issue to the holders of ordinary shares. If the Company makes a pro rata issue of securities (except a bonus issue) to the holders of ordinary shares (other than an issue in lieu or in satisfaction of dividends or by way or dividend investment) the Option exercise price shall be reduced according to the formula specified in the Listing Rules.

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(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (AEDT) on Monday, 28 November 2016.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the 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.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark 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 securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (AEDT) on Monday, 28 November 2016.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

-  **By Fax** + 61 2 9290 9655
-  **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
-  **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **8common Limited** (Company) and entitled to attend and vote hereby appoint:

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

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **The Offices of Walker Wayland NSW Chartered Accountants, Level 11, 60 Castlereagh Street, Sydney NSW 2000 on Wednesday, 30 November 2016 at 10:00am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1, 4, 5, 6, 7, 8, 9 and 10 I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1, 4, 5, 6, 7, 8, 9 and 10 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1, 4, 5, 6, 7, 8, 9 and 10). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS
 * 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 vote will not be counted in calculating the required majority if a poll is called.

	FOR	AGAINST	ABSTAIN*		FOR	AGAINST	ABSTAIN*
Res 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 6 Approval of issue of options to Directors – Mr Adrian Bunter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 2 Approval of 10% placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 7 Approval of issue of options to Directors – Mr Grant McCarthy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 3 Approve conversion of Convertible Notes to Ordinary Shares for related parties	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 8 Approval of issue of options to Directors – Mr Kah Wui Lim	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 4 Approval of Incentive Option Plan (ESOP)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 9 Approval of issue of options to Directors – Mr Nyap Liou Gan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 5 Approval of issue of options to CEO – Mr Nick Gonios	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 10 Approval of issue of options to Directors – Mr Zoran Grujic	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS
 This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input style="width: 100%; height: 30px;" type="text"/>	<input style="width: 100%; height: 30px;" type="text"/>	<input style="width: 100%; height: 30px;" type="text"/>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / / 2016