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This document is important and requires your immediate attention.

Registered Office: Level 45, Governor Phillip Tower, 1 Farrer Place, Sydney, New South Wales, Australia 2000.

With effect from 1 November 2013, the Company's registered office will be: Level 8, 20 Bridge Street, Sydney, New South Wales, Australia 2000.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the members of HUB24 Limited will be held at Level 2, 3 Spring St, Sydney on Wednesday, 27th November 2013 commencing at 1.00 p.m. (Sydney time).

HUB24 LIMITED
ACN 124 891 685

**Registered Office: Level 45, Governor Phillip Tower, 1 Farrer Place,
Sydney, New South Wales, Australia 2000**

**With effect from 1 November 2013, the Company's registered office
will be: Level 8, 20 Bridge Street, Sydney, New South Wales,
Australia 2000.**

Tel: (02) 8274 6000 Fax: 1300 781 689

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the members of HUB24 Limited will be held at Level 2, 3 Spring St, Sydney, on Wednesday, 27 November 2013 commencing at 1.00 p.m. (Sydney time).

Business

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Report, the Directors' Report and the Auditor's report for HUB24 Limited and its controlled entities for the year ended 30 June 2013.

Note: There is no requirement for the shareholders to approve these reports.

2. RESOLUTION 1: REMUNERATION REPORT

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

"THAT the Remuneration Report of the Company for the year ended 30 June 2013 be adopted."

*The Board recommends that shareholders **vote in favour** of this resolution.*

Voting Exclusion

In accordance with Section 250R(4) of the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company's key management personnel (**KMP**), details of whose remuneration are included in the Remuneration Report, or their closely related parties, whether as shareholder or proxy.

However, a vote may be cast by a KMP if:

- the vote is cast by the KMP as a proxy in accordance with a direction by the shareholder as to how the KMP is to vote on the resolution; and,
- the shareholder who directed the KMP how to vote is entitled to vote on the resolution (i.e. the shareholder is not a KMP or a closely related party of a KMP)

or

- the voter is the chair of the meeting and the appointment of the Chairman as proxy (by a shareholder who is entitled to vote on the resolution) does not specify the way the proxy is to vote on the resolution; and
- the appointment expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP.

Shareholders who intend to appoint the Company's Chairman as proxy (including an appointment by default) should have regard to the important information below under the heading "Important information concerning proxy votes on Resolution 1".

Notes:

- *This resolution is advisory only and does not bind the Company or its directors.*
- *The directors will consider the outcome of the vote and comments made by shareholders on the Remuneration Report at the meeting when reviewing the Company's remuneration policies.*

3. RESOLUTION 2: ELECTION OF DIRECTOR

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

"THAT Bruce Higgins, non executive director who retires from the office of Director by rotation in accordance with rule 18.5 of the Constitution, being eligible and offering himself for re-election, be re-elected as a Director of the Company."

*The Board (excluding Bruce Higgins) recommends that the shareholders **vote in favour** of this resolution.*

4. RESOLUTION 3: RATIFICATION OF SHARE ISSUES UNDER THE PLACEMENT

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

"THAT the issue by the Company on 11 October 2013 of 5,837,020 fully paid ordinary shares in the capital of the Company be approved for all purposes, including the purpose of ASX Listing Rule 7.4, as described in the Explanatory Memorandum to this Notice of Meeting."

*The Board recommends that the shareholders **vote in favour** of this resolution.*

Voting Exclusion

The Company will disregard any votes cast on Resolution 3 by any person who participated in the issue (**Participant**) and any associate of any Participant.

However, the Company will not disregard the vote if:

- 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

- it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form as the proxy decides.

5. RESOLUTION 4: APPROVAL OF PROPOSED SHARE ISSUE

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

“THAT the proposed issue by the Company on or about 3 December 2013 of 2,307,692 fully paid ordinary shares in the capital of the Company be approved for all purposes, including the purpose of ASX Listing Rule 7.1, as described in the Explanatory Memorandum to this Notice of Meeting.”

*The Board recommends that the shareholders **vote in favour** of this resolution.*

Voting Exclusion

The Company will disregard any votes cast on Resolution 4 by any person who may participate in the proposed issue (**Participant**) and a 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 associates of those persons.

However, the Company will not disregard the vote if:

- 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
- it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form as the proxy decides.

6. RESOLUTION 5: APPROVAL OF ADDITIONAL 10% PLACEMENT CAPACITY

To consider and, if thought fit, pass the following resolution as a special resolution:

“THAT, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (**10% Placement Issue**) and on the terms and conditions described in the Explanatory Memorandum accompanying and forming part of the Notice of this Meeting, is approved.”

*The Board recommends that the shareholders **vote in favour** of this resolution.*

Voting Exclusion

The Company will disregard any votes cast on Resolution 5 by any person who may participate in the proposed 10% Placement Issue (**Participant**) and a 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 associates of those persons.

However, the Company will not disregard the vote if:

- 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

- it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form as the proxy decides.

As at the date of this Notice of Meeting, it is not known who will participate in the proposed issue of equity securities under the 10% Placement Issue.

Explanatory memorandum

Shareholders are referred to the Explanatory Memorandum accompanying and forming part of this Notice of Meeting.

Entitlement To Vote

Snapshot time

It has been determined (in accordance with Corporations Regulations 7.11.37) that for the purposes of the meeting, shares will be taken to be held by the persons who are the registered shareholders at 7.00 p.m. (Sydney time) on Monday, 25 November 2013. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Important information concerning proxy for Resolution 1

The Corporations Act places certain restrictions on the ability of key management personnel and their closely related parties to vote on the advisory resolution to adopt the Company's remuneration report and resolutions connected directly or indirectly with the remuneration of the Company's key management personnel. Key management personnel of the Company are the directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Members of key management personnel include directors (both executive and non-executive) and certain senior executives. The Remuneration Report identifies the Company's key management personnel for the financial year ended 30 June 2013. Their closely related parties are defined in the Corporations Act, and include certain of their family members, dependants and companies they control.

For these reasons, shareholders who intend to vote by proxy should carefully consider the identity of their proxy and are encouraged to direct their proxy as to how to vote on all resolutions. In particular, shareholders who intend to appoint the Company's Chairman as their proxy (including an appointment by default) are encouraged to direct the Chairman as to how to vote on all resolutions. The Chairman of the meeting intends to vote undirected proxies in favour of all of Resolutions 1 to 5 (inclusive) which includes the resolution in relation to the adoption of the Company's Remuneration Report.

If you do appoint the Chairman as your proxy but you do not direct the Chairman how to vote in respect of Resolution 1, your election to appoint the Chairman as your proxy will be deemed to constitute an express authorisation by you directing the Chairman to vote your proxy in favour of Resolution 1 (and all of the other resolutions) (unless you have exercised your right to direct the Chairman otherwise in respect of a particular resolution by marking the 'against' or 'abstain' column in respect of any of the relevant resolutions). This express authorisation acknowledges that the Chairman may vote your proxy even if he or she has an interest in the outcome of Resolution 1 and even if the resolutions are connected directly or indirectly with remuneration of a member of the key management personnel of the Company and accordingly your votes will be counted in calculating the required majority if a poll is called.

Voting by Proxy

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. Shareholders and their proxies should be aware of the requirements under the Corporations Act, as they will apply to this meeting. Broadly:

- if proxy holders vote, they must cast all directed proxies as directed; and,
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

You should seek professional advice if you need any further information on this issue.

In accordance with section 249L of the Corporations Act, members are advised of the following:

- A shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the shareholder. A proxy need not be a shareholder and can be either an individual or a representative of a body corporate.
- A proxy need not vote on a show of hands, however if a proxy does vote on a show of hands, the proxy must vote as directed.
- A shareholder that is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes. If a shareholder appoints two or more proxies that specify different ways to vote on a resolution, neither proxy may vote on a show of hands.
- If an appointed proxy is not also the Chairman of the meeting, the proxy need not vote on a poll, however if the proxy does vote on a poll the proxy must vote as directed by the shareholder. If a poll is conducted and the proxy holder does not vote, the proxy appointment defaults to the Chairman of the meeting to vote as directed. If the appointed proxy is the Chairman of the meeting, the proxy must vote on a poll in the manner directed by the shareholder.

A Proxy Form accompanies this Notice and to be effective must be received at least 48 hours before the appointed time of the meeting at the Company's corporate registry:

By Post Boardroom Pty Limited
 GPO Box 3993
 Sydney NSW 2001

By Hand Boardroom Pty Limited
 Level 7, 207 Kent Street
 Sydney, NSW 2000

By Facsimile +61 2 9290 9655

Voting By Attorney

A member may appoint an attorney to vote on his or her behalf. For an appointment to be effective for the meeting, the instrument effecting the appointment (or a certified copy of it) must be received by the Company at its registered office or at the Company's corporate registry listed above, at least 48 hours before the meeting.

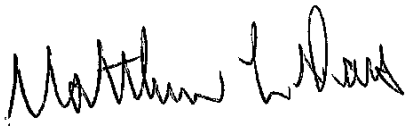
Corporate Representatives

A body corporate which is a member, or which has been appointed as a proxy, may appoint an individual to act as its representative at the meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment, including any authority under which it is signed, unless it has previously been given to the Company.

Scrutineer

The Company's external Auditor, BDO East Coast Partnership will act as scrutineer for any polls that may be required at the meeting.

By Order of the Board

A handwritten signature in black ink, appearing to read 'Matthew Haes', written in a cursive style.

Matthew Haes
Company Secretary
25 October 2013

HUB24 LIMITED

ANNUAL GENERAL MEETING

EXPLANATORY MEMORANDUM

INTRODUCTION

This Explanatory Memorandum forms part of this Notice of Meeting and has been prepared to provide shareholders with sufficient information to consider the resolutions contained in the accompanying Notice of Annual General Meeting of the Company to be held on Wednesday, 27 November 2013 commencing at 1.00 p.m. (Sydney time) at Level 2, 3 Spring St, New South Wales, Australia.

The Board recommends that shareholders read this Explanatory Memorandum carefully before making any decision in relation to the resolutions.

Resolution 1: Remuneration Report

Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is in the 2013 Annual Report and is also available on the Company's website at www.hub24.com.au. The Remuneration Report:

- Describes the policies behind and structure of, the remuneration arrangements of the Company and the link between the remuneration of employees and the Company's performance;
- Sets out the remuneration arrangements in place for each director and for specified senior executives of the Company; and
- Explains the differences between the bases for remunerating non-executive directors and executives, including any executive directors.

The Corporations Act requires the agenda for an Annual General Meeting to include a resolution that the Remuneration Report be put to the vote. Should 25% or more of the votes cast on this resolution (votes cast in person or by proxy) to approve the Remuneration Report be against approval of that report, then at the 2014 Annual General Meeting the resolution to approve next year's Remuneration Report must be approved by 75% or more of the votes cast to avoid a resolution being put to the 2014 Annual General Meeting to consider a spill of the Board.

A reasonable opportunity for discussion of, and comment on, the Remuneration Report will be provided by the Chairman at the Annual General Meeting.

Noting that each director has a personal interest in their own remuneration from the Company as set out in the Remuneration report, the Board recommends that shareholders **vote in favour** of the resolution to adopt the Remuneration Report.

Resolution 2: Election of Director

Pursuant to rule 18.5 of the Constitution, retiring director Bruce Higgins being eligible to do so, has offered himself for re-election. Bruce was last elected by shareholders at the Company's last annual general meeting held on 30 November 2012 and has been Chairman since October 2012.

This resolution seeks shareholder approval of the re-election of this candidate.

Profile of Bruce Higgins

Bruce Higgins has extensive experience as a company director and chief executive both within Australia and internationally and has mentored and directed profitable rapid growth businesses for the past 25 years. Bruce has previous roles relevant to the activities of the Company as a director of technology and software solutions businesses and e-learning businesses start-up and successful commercialisation. Bruce has prior experience as chairman and non-executive director on a variety of listed companies over the past 11 years and has also served in CEO or executive roles with Raytheon and Honeywell. Bruce is currently chairman and non-executive director of Legend Corporation Limited and chairman and non-executive director of Q Technology Group. Bruce was awarded the Ernst & Young Entrepreneur of the Year Award in Southern California in 2005 and has a Bachelor Degree in Electronic Engineering, MBA in Technology Management and is a Chartered Professional Engineer and Fellow of the Australian Institute of Company Directors.

The Board (excluding the retiring director) recommends supporting the re-election of the director standing for re-election and recommends that shareholders ***vote in favour*** of the resolution.

Voting

To be successfully re-elected as a director, a candidate must receive more votes 'For' than 'Against'.

The Chairman of the meeting intends to vote undirected proxies in favour of the re-election of Bruce Higgins.

Resolution 3: Ratification of share issues under the placement

ASX Listing Rule 7.1 permits a company to issue up to 15% of its issued capital in any 12 month period without shareholder approval.

Pursuant to ASX Listing Rule 7.4, a prior issue of securities that is subsequently approved by shareholders is excluded from the total number of issued securities used to calculate the number of new securities that may be issued under ASX Listing Rule 7.1.

Accordingly, by seeking approval under ASX Listing Rule 7.4 for a prior issue of securities, a company 'refreshes' its ability under ASX Listing Rule 7.1 to issue up to its 15% issued capital.

Shareholder approval to the issue of Shares to new and existing sophisticated or professional investors in the Company and their associates on 11 October 2013 (**October Placement**) was not required (and was not obtained), as it, together with prior issues of securities in the Company which were not otherwise exempt for the purposes of ASX Listing Rule 7.1, constituted less than 15% of the Company's issued share capital. However, as a result of the issue of the shares under the October Placement, the Company is now unable to issue any new securities in the next 12 months without shareholder approval.

The directors believe that it is important for, and in the best interests of, the Company to have the ability to issue the maximum number of securities under ASX Listing Rule 7.1 as it enables the Company to move quickly and efficiently to undertake fundraising when necessary.

Outlined below is the information in relation to the October Placement required to be provided to shareholders pursuant to ASX Listing Rule 7.5 for the purposes of obtaining shareholder approval under ASX Listing Rule 7.4:

- (a) 5,837,020 fully paid ordinary shares were issued;
- (b) the shares were issued at a price of A\$1.30 per share;
- (c) the shares rank pari passu with existing ordinary shares;
- (d) the shares were issued to new and existing sophisticated or professional investors in the Company; and
- (e) the funds raised from the issue of shares under the October Placement will be used to continue the Company's focus on growth and innovation, strengthen the offering to existing and prospective customers, accelerate further platform development and meet increased ASIC Net Tangible Asset requirements from 1 July 2014.

The Board recommends that shareholders **vote in favour** of the resolution to ratify the issue of the shares issued under the October Placement.

Resolution 4: Approval of proposed share issue

ASX Listing Rule 7.1 permits a company to issue up to 15% of its issued capital in any 12 month period without shareholder approval (**15% Limit**).

It is proposed that as part of tranche 2 of the placement announced by the Company on 4 October 2013, an additional 2,307,692 fully paid ordinary shares be issued to investors who participated in the October Placement (**Additional Placement**). The number of shares issued under tranche 1 and tranche 2 of the October Placement

would exceed the Company's 15% Limit. Accordingly, this resolution is being proposed to ensure that amongst other things, the Company does not contravene ASX Listing Rule 7.1 by issuing the shares under the Additional Placement.

Outlined below is the information in relation to the Additional Placement required to be provided to shareholders pursuant to ASX Listing Rule 7.3 for the purposes of obtaining shareholder approval under ASX Listing Rule 7.1:

- (a) the maximum number of securities to be issued is 2,307,692 fully paid ordinary shares;
- (b) the Company will allot and issue the shares on or about 3 December 2013;
- (c) the issue price of each share is A\$1.30;
- (d) the shares will be issued to new and existing sophisticated or professional investors in the Company;
- (e) the shares rank *pari passu* with existing ordinary shares; and
- (f) the funds raised from the issue of shares under the October Placement will be used to continue the Company's focus on growth and innovation, strengthen the offering to existing and prospective customers, accelerate further platform development and meet increased ASIC Net Tangible Asset requirements from 1 July 2014.

The Board recommends that shareholders ***vote in favour*** of the resolution to issue the shares under the Additional Placement.

Resolution 5: Approval of additional 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 its issued share capital through placements over a 12 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. As at the date of this Notice of Meeting, the Company is an eligible entity.

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. The exact number of equity securities 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 below for details). The effect of this resolution will be to allow the Company to issue equity securities for the next 12 months after the date of the Annual General Meeting without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

The ability to issue equity securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting. Accordingly, at least 75% of the votes cast by shareholders present and eligible to vote at the meeting (in person, by proxy, by attorney, or in the case of a corporate shareholder, by a corporate representative) must be in favour of the resolution for it to be passed.

Any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company. As at the date of this Notice of Meeting, the Company has on issue two classes of equity securities, fully paid ordinary shares and unlisted options. As a result, only fully paid ordinary shares may be issued on the authority of the resolution.

Formula for calculating 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of equity securities calculated in accordance with the following formula:

$$(A \times D) - E$$

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

- (A) plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
- (B) plus the number of partly paid shares that became fully paid in the 12 months;
- (C) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rules 7.1 and 7.4;
- (D) less the number of fully paid shares cancelled in the 12 months.

Note that A is has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%.

E is the number of equity securities issued or agreed to be issued under ASX 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 ASX Listing Rules 7.1 or 7.4.

The ability of an entity to issue equity securities under ASX Listing Rule 7.1A is in addition to the entity's 15% placement capacity under ASX Listing Rule 7.1.

At the date of this Notice, the Company has on issue 44,750,489 fully paid ordinary shares and has a capacity to issue:

- (a) Subject to shareholder approval being sought under Resolution 3 6,712,573 equity securities under ASX Listing Rule 7.1; and

- (ii) subject to shareholder approval being sought under Resolution 5, 4,475,049 equity securities under ASX Listing Rule 7.1A.

The actual number of equity securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the equity securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 (refer above for details).

Outlined below is the information in relation to the 10% Placement Facility required to be provided to shareholders pursuant to ASX Listing Rule 7.3A for the purposes of obtaining shareholder approval under ASX Listing Rule 7.1A:

- (a) the issue price of equity securities issued under ASX Listing Rule 7.1A must be not less than 75% of the volume weighted average price (**VWAP**) of equity securities in the same class calculated over the 15 trading days (as defined in the ASX Listing Rules) 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 this resolution is passed by the shareholders and the Company issues equity securities under the 10% Placement Facility, the existing shareholders' voting power in the Company will be diluted as shown in the below table (in the case of unlisted options, only if the unlisted options are exercised).

There is 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 Annual General 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 on the basis of the current market price of shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A(2) as at the date of this Notice of Meeting.

The table also shows:

- (i) two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary shares the Company

has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer that is required to comply with Chapter 6 of the Corporations Act) or future specific placements under ASX Listing Rule 7.1 that are approved at a future shareholders' meeting; and

- (ii) two examples of where the price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Variable "A" in ASX Listing Rule 7.1A.2		Dilution		
		\$0.74 50% decrease in Deemed Price	\$1.48 Deemed Price	\$2.96 100% Increase in Deemed Price
Current Variable A 44,750,489 shares	10% Voting Dilution	4,475,049 Shares	4,475,049 Shares	4,475,049 Shares
	Funds raised	\$3,311,536	\$6,623,073	\$13,246,145
50% increase in current Variable A 67,125,734 shares	10% Voting Dilution	6,712,573 shares	6,712,573 shares	6,712,573 shares
	Funds raised	\$4,967,304	\$9,934,609	\$19,869,217
100% increase in current Variable A 89,500,978 shares	10% Voting Dilution	8,950,098 shares	8,950,098 shares	8,950,098 shares
	Funds raised	\$6,623,073	\$13,246,145	\$26,492,289

The table has been prepared on the following assumptions:

- (i) the Company issues the maximum securities available under ASX Listing Rule 7.1A, being 10% of the Company's shares on issue at the date of the meeting;
- (ii) no unlisted options are exercised into fully paid ordinary securities before the date of the issue of securities under ASX Listing Rule 7.1A. The Company has 5,445,006 unlisted options on issue at the date of this Notice of Meeting.
- (iii) the table does not demonstrate an example of dilution that may be caused to a particular shareholder by reason of placements under ASX Listing Rule 7.1A, based on that shareholder's holding at the date of the meeting;

- (iv) the table only demonstrates the effect of issues of securities under ASX Listing Rule 7.1A. It does not consider placements made under ASX Listing Rule 7.1, the “15% rule”;
 - (v) the price of ordinary securities is deemed for the purposes of the table above to be \$1.48, being the closing price of the Company’s listed securities on ASX on 17 October 2013 (**Deemed Price**). The Deemed Price is indicative only and does not consider the 25% discount to market that the securities may be placed at; and
 - (vi) the table does not demonstrate the effect of listed or unlisted options being issued under ASX Listing Rule 7.1A, it only considers the issue of the fully paid ordinary securities.
- (c) Shareholder approval of the 10% Placement Facility under ASX Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:
- (i) the date that is 12 months after the date of the Annual General Meeting at which the approval is obtained; or
 - (ii) if applicable, the date of the approval by shareholders of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(10% Placement Period).

- (d) The Company may use funds raised from any 10% Placement Facility for the following purposes:
- (i) non-cash consideration including for the acquisition of businesses (although the Company presently has no proposal to do so) or product lines to grow the business of the Company; and/or
 - (ii) cash consideration. In such circumstances, the Company intends to use the funds raised to continue its focus on growth and innovation, strengthen the offering to existing and prospective customers, accelerate further platform development and meet increased ASIC Net Tangible Asset requirements from 1 July 2014.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) and 3.10.5A upon issue of any equity securities.

- (e) The Company’s allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to factors including but not limited to the following:
- (i) the purpose of the issue;

- (ii) the alternative methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues (such as a share purchase plan) in which existing security holders can participate;
- (iii) the effect of the issue of the equity securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company; and
- (v) advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Facility have not been determined as at the date of this Notice of Meeting but may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company were to pursue an acquisition and were it to be successful in acquiring new resources, assets or investments, it is possible that the allottees under the 10% Placement Facility will be the vendors of the new resources, assets or investments.

- (f) The Company previously obtained shareholder approval under ASX Listing Rule 7.1A at its Annual General Meeting held on 30 November 2012. The total number of securities issued in the 12 months preceding the date of the meeting is 3,081,230 which represent 9.89% of the total number of equity securities on issue at the commencement of that 12 month period.
- (g) Details of all issues of equity securities by the Company during the 12 months preceding the date of the meeting are as follows:

2 April 2013 issue

- (i) 7,755,000 fully paid ordinary shares were issued;
- (ii) the shares rank pari passu with existing ordinary shares;
- (iii) the shares were issued to new and existing sophisticated or professional investors in the Company;
- (iv) the shares were issued at a price of A\$0.60 per share (which represented a premium of A\$0.1318 per share to the 15 day VWAP);
- (v) Total gross proceeds of \$4,653,000 was raised from the issue of the shares.

- (vi) All of the funds raised were used to fund further investment in platform development, operating expenditure and on-going regulatory capital requirements.

7 August 2013 issue

- (i) 1,010,000 options to acquire fully paid ordinary shares were issued (of which 30,000 were subsequently cancelled on 28 August 2013);
- (ii) the options were issued to eligible employees under the terms of the Company's Share Option Plan;
- (iii) the options do not entitle a participant in the Company's Share Option Plan to participate in new issues of securities or to receive dividends. Subject to satisfaction of the vesting conditions attached to the options, the holder will be entitled to exercise their options during specified periods and the shares issued on exercise of the options will rank equally with existing ordinary shares;
- (iv) the options were issued for no consideration and the options have an exercise price of A\$0.8424 (being the 20 day VWAP at the close of trading on 6 August 2013);
- (v) no monies were raised from the issue of the options; and
- (vi) they were issued to eligible employees under the terms of the Company's Share Option Plan to form part of the company's incentive arrangements, the purpose of which is to align the interests of employees with those of shareholders and to provide market based remuneration and a motivation and retention incentive.

8 August 2013 issue

- (i) 1,950,000 options to acquire fully paid ordinary shares were issued;
- (ii) the options were issued to executives and the Chairman under terms announced to the market on 9th August 2013;
- (iii) the options do not entitle a participant in the Company's Share Option Plan to participate in new issues of securities or to receive dividends. Subject to satisfaction of the vesting conditions attached to the options, the holder will be entitled to exercise their options during specified periods and the shares issued on exercise of the options will rank equally with existing ordinary shares;
- (iv) the options were issued for no consideration and the options have an exercise price of A\$0.8436 (being the 20 day VWAP at the close of trading on 7 August 2013);
- (v) no monies were raised from the issue of the options; and

- (vi) they were issued to executives and the Chairman to form part of the company's incentive arrangements, the purpose of which is to align the interests of executives and Chairman with those of shareholders and to provide market based remuneration and a motivation and retention incentive.

11 October 2013

- (i) 5,837,020 fully paid ordinary shares were issued;
- (ii) the shares rank pari passu with existing ordinary shares;
- (iii) the shares were issued to new and existing sophisticated or professional investors in the Company;
- (iv) the shares were issued at a price of A\$1.30 per share (which represented a premium of A\$0.05 per share to the closing price at 2 October 2013);
- (v) Total gross proceeds of \$7,588,126 were raised from the issue of the shares.
- (vi) The funds raised are to be used to continue the Company's focus on growth and innovation, strengthen the offering to existing and prospective customers, accelerate further platform development and meet increased ASIC Net Tangible Asset requirements from 1 July 2014.

The Board recommends that shareholders **vote in favour** of the resolution to issue up to an additional 10% of the Company's share capital.



FOR ALL ENQUIRIES CALL:

(within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

FACSIMILE

+61 2 9290 9655

ALL CORRESPONDENCE TO:

Boardroom Pty Limited

GPO Box 3993

Sydney NSW 2001

Australia

**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 on the form. Securityholders sponsored by a broker should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

Reference Number:

Please note it is important you keep this confidential

YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECEIVED BEFORE 1.00PM MONDAY, 25 NOVEMBER 2013

TO VOTE BY COMPLETING THE PROXY FORM**STEP 1 Appointment of Proxy**

Indicate here who you want to appoint as your Proxy

If you wish to appoint the Chairman of the 2013 Annual General Meeting of the Company (**Meeting**) as your proxy, mark the box. If you wish to appoint someone other than the Chairman 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 Chairman of the Meeting will be deemed to 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.

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 Form prior to admission. An Appointment of Corporate Representative Form can be obtained from the Company's securities registry.

Appointment of a Second Proxy

You are entitled to appoint up to two 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 securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) 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.
- (b) return both forms together in the same envelope.

STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

To direct your proxy how to vote, place 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 a given item, 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.

STEP 3 Signing this Proxy Form

This Proxy 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 must 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 must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than **1.000pm on Monday, 25 November 2013**. Any Proxy Form received after that time will not be valid for the Meeting.

Proxies may be lodged using the reply paid envelope or:

BY MAIL - Share Registry – Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia

BY FAX - + 61 2 9290 9655

IN PERSON - Share Registry – Boardroom Pty Limited, Level 7, 207 Kent Street, Sydney NSW 2000 Australia

Attending the Meeting

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

STEP 1 - Appointment of ProxyI / We being a member/s of **HUB24 Limited** and entitled to attend and vote hereby appoint
☐ the Chairman of the Meeting (mark with an 'X')
 OR

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered securityholder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy at the **Annual General Meeting of HUB24 Limited to be held at Level 2, 3 Spring st, Sydney NSW 2000 on Wednesday, 27 November 2013 at 1.00pm (Sydney time)** and at any adjournment of that Meeting, to act generally at the meeting on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chairman authorised to exercise undirected proxies on remuneration related resolutions

Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to vote in accordance with the Chairman's voting intentions on Resolution 1 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman may exercise my/our proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel (which includes the Chairman).

The Chairman of the Meeting intends to vote undirected proxies (where he has been appropriately authorised) in favour of Resolution 1.

If you do not wish to appoint the Chairman of the Meeting to vote on Resolution 1 in the manner indicated above, the Company encourages you to complete the voting directions in respect of Resolution 1 in Step 2 of the Proxy Form.

STEP 2 - Voting directions to your Proxy – please mark ☒ to indicate your directions

Business		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report	☐	☐	☐
Resolution 2	Approval of the election of Mr. Bruce Higgins as a Director	☐	☐	☐
Resolution 3	Ratification of share issues under the placement	☐	☐	☐
Resolution 4	Approval of proposed share issue under the placement	☐	☐	☐
Resolution 5	Approval of additional 10% placement capacity (special resolution)	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each of the Resolutions.

*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.

STEP 3 - PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone Date / / 2013