



1-Page Limited
ACN 112 291 960

Notice of Annual General Meeting

Annual General Meeting to be held at 435a Kent Street, Sydney NSW on 30 June 2015 commencing at 10.00am (EST).

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that an Annual General Meeting of Shareholders of 1-Page Limited (**Company**) will be held at 435a Kent Street, Sydney NSW on 30 June 2015, commencing at 10.00am (EST).

The Explanatory Statement that accompanies and forms part of this Notice of Annual General Meeting describes in more detail the matters to be considered.

Business

Financial and other reports

To receive and consider the annual financial report of the Company for the financial year ended 31 January 2015 together with the declaration of the Directors, the Director's report, the Remuneration Report and the auditor's report.

Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following Resolution as a **non-binding resolution**:

“That the Remuneration Report that forms part of the Directors’ Report for the financial period ended 31 January 2015 is adopted.”

Resolution 2 – Re-election of Director

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

“That Mr Scott Mison, a Director who retires by rotation in accordance with rule 117 of the Company’s Constitution and, being eligible, offers himself for re-election, is re-elected.”

Resolution 3 – Ratification of prior Share issue under Placement

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, the issue of 9,000,000 Shares at an issue price of \$1.07 per Share to sophisticated and professional investors on 20 February 2015 and otherwise as described in the Explanatory Statement is ratified and approved.”

Resolution 4 – Ratification of prior issue of Options to UST

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

“That, for the purpose of Listing Rule 7.4, and for all other purposes, the issue of 666,667 Options to UST (as announced on 22 October 2014) and otherwise described in the Explanatory Statement is ratified and approved.”

Resolution 5 – Ratification of prior issue of Options to New Employees

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

“That, for the purpose of Listing Rule 7.4, and for all other purposes, the issue of 260,000 Options to New Employees and otherwise described in the Explanatory Statement is ratified and approved.”

Resolution 6 – Ratification of prior issue of Options to new members of the Board of Advisors

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

“That, for the purpose of Listing Rule 7.4, and for all other purposes, the issue of 225,000 Options to new members of the Board of Advisors and otherwise described in the Explanatory Statement is ratified and approved.”

Resolution 7 – Approval of 10% Placement Facility

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

“That, pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve 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 by Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement

The following voting exclusion statement applies to the Resolutions under the Listing Rules or where applicable, the provisions of the Corporations Act in relation to the following persons (**Excluded Persons**). The Company will disregard any votes on the following Resolutions cast by the following Excluded Persons:

No.	Title	Excluded Persons
1	Adoption of Remuneration Report	(a) A member of the Key Management Personnel (KMP), details of whose remuneration are included in the Remuneration Report; or (b) A closely related part of a KMP; or (c) A person appointed as proxy where the appointment does not specify the way the proxy to vote on the resolution, and the person is: (i) a KMP; or (ii) a closely related party of a KMP.
2	Re-election of Director	None.
3	Ratification of prior Share issue under Placement	Any persons who participated in the Placement and their associates.
4	Ratification of prior issue of Options to UST	UST and its associates.
5	Ratification of prior issue of Options to New Employees	The New Employees and their associates.
6	Ratification of prior issue of Options to new members of the Board of Advisors	(a) Saurabh Ranjan; (b) Alan Guarino; and any of their associates.
7	Approval of 10% Placement Facility	A person who may participate in the 10% Placement Facility and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed, and their associates.

However, the Company need 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) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.

For Resolution 1: In addition, the Company will disregard any votes cast on this Resolution by a member of the Key Management Personnel (or any of their Closely Related Parties) as

proxy where the appointment does not specify the way the proxy is to vote, unless the proxy is the Chair and has been expressly authorised to vote on behalf of someone permitted to vote on this Resolution, even though it is connected with the remuneration of Key Management Personnel.

Explanatory Statement

The accompanying Explanatory Statement forms part of this Notice of Annual General Meeting and should be read in conjunction with it.

Shareholders are specifically referred to the Glossary in the Explanatory Statement which contains definitions of capitalised terms used in this Notice of Annual General Meeting and the Explanatory Statement.

Proxies

Please note that:

- (a) a Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company;
- (c) a Shareholder may appoint a body corporate or an individual as its proxy;
- (d) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- (e) Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed proxy form provides further details on appointing proxies and lodging Proxy Forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative.

Voting entitlements

In accordance with Regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 7.00pm (EST) on 28 June 2015. Accordingly, transactions registered after that time will be disregarded in determining Shareholder's entitlement to attend and vote at the Annual General Meeting.

By order of the board of Directors



.....
Scott Mison
 Director

1-Page Limited
25 May 2015

EXPLANATORY STATEMENT

Important

Shareholders should read this Explanatory Statement in full and if they have any questions, obtain professional advice before making any decisions in relation to the Resolutions to be put to Shareholders at the Annual General Meeting.

Shareholders will be given a reasonable opportunity to raise questions or comments on the reports and statements at the meeting

1. INTRODUCTION

This Explanatory Statement has been prepared for the information of Shareholders of 1-Page Limited in connection with Resolutions to be considered at the Annual General Meeting to be held at 435a Kent Street, Sydney NSW on 30 June 2015, commencing at 10.00am (EST).

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting.

References to "\$", "AUD", "dollars" and "cents" in this Explanatory Statement are references to Australian currency unless otherwise stated.

References to time in this Explanatory Statement relate to the time in Sydney, New South Wales.

Capitalised terms which are not otherwise defined in this Explanatory Statement have the meanings given to those terms in the Glossary at section 3 of this Explanatory Statement.

2. ANNUAL GENERAL MEETING

2.1 Action to be taken by the Shareholders

The Company must convene an Annual General Meeting of Shareholders for the purposes of passing the Resolutions in compliance with the requirements of the Listing Rules and the Corporations Act.

The Notice of Annual General Meeting convening the Annual General Meeting is included at the front of this booklet. Shareholders are encouraged to attend and vote in favour of each of the Resolutions to be put at the Annual General Meeting.

If a Shareholder is not able to attend and vote at the Annual General Meeting, the Shareholder is encouraged to complete the proxy form at the back of this booklet and return it to the Company at the address stated on the proxy form not later than 48 hours before the time specified for the commencement of the Annual General Meeting.

2.2 Annual Financial Statements

The Corporation Act requires:

- the reports of the Directors and Auditors; and
- the Financial Report, including the Financial Statement of the Company for the period ended 31 January 2015;

to be laid before the Annual General Meeting.

Neither the Corporations Act nor the Company's Constitution requires a vote of shareholders on the reports or statements other than the non-binding vote in respect of the Remuneration Report, forming part of the Directors' report (refer to Resolution 1). However, shareholders will be given a reasonable opportunity to raise questions or comments on the reports and statements at the Annual General Meeting.

Further, a reasonable opportunity will be given to members at the Annual General Meeting to ask the Company's Auditor questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report.

2.3 Annual General Meeting Resolutions

Certain voting restrictions are imposed in relation to Resolutions 1, 3, 4, 5, 6 and 7 as detailed in the accompanying Notice of Annual General Meeting under the heading "Voting Exclusion Statement".

A brief explanation of each Resolution is set out below in this section 2.

2.4 Resolution 1: Adoption of Remuneration Report

The vote on Resolution 1 relates to the Company's remuneration policy and outcomes for the period ended 31 January 2015. The Remuneration Report is set out in the Directors' Report section of the Annual Report for the period ended 31 January 2015 and is also available on the Company's website at www.1-page.com.

The Remuneration Report sets out in detail the Company's policy for determining remuneration for Directors and executives. It includes information on the elements of remuneration that are performance based and the performance conditions that apply. The vote on Resolution 1 is advisory only, and does not bind the Directors or the Company. However, a reasonable opportunity for discussion of the Remuneration Report will be provided at the meeting.

The Directors unanimously recommend that shareholders vote in favour of Resolution 1.

2.5 Resolution 2: Re-election of Director

Resolution 2 deals with the re-election of Mr Scott Mison who retires as required by the Company's Constitution and the Listing Rules and being eligible, has offered himself for re-election. The following is the background of Mr Scott Mison.

Mr Mison holds a Bachelor of Business degree, is a Member of the Institute of Chartered Accountants in Australia and Chartered Secretaries Australia. Mr Mison has over 15 years' experience in finance and corporate compliance in Australia, UK,

Central Asia and USA. He is currently a Director, CFO and Company Secretary of ASX and AIM listed Jupiter Energy Limited, and CFO and Company Secretary of Rift Valley Resources Ltd and IDM International Limited. Mr Mison also is a board member of Wheelchair Sports WA Inc.

The Directors (other than Mr Scott Mison) unanimously recommend the re-election of Mr Scott Mison.

2.6 Resolutions 3 to 6: Ratification of prior issues of Shares and Options

The Company recently issued 9,000,000 Shares under a placement conducted by the Company to sophisticated and professional investors (**Placement**). The Company raised \$9,630,000 before expenses from the Placement. The Shares under the Placement were issued under the Company's existing 15% capacity under Listing Rule 7.1.

The Company also recently issued 666,667 unlisted options to UST (as announced on 22 October 2014), 225,000 unlisted options to new members of the Board of Advisors and 260,000 unlisted options to New Employees with various terms as part of remuneration. The options for advisors vest over a 3 year period and the options for employees vest over a 4 year period.

The issues of Shares and Options referred to in this section 2.6 were not approved by Shareholders for the purposes of Listing Rule 7.1 and do not fall within any of the exceptions to Listing Rule 7.1 set out in Listing Rule 7.2.

Approval for the issue of these Options is sought pursuant to Listing Rule 7.4

(a) Listing Rules 7.1 and 7.4

Listing Rule 7.1 restricts the number of equity securities that a listed entity may issue in any 12 month period, without the approval of shareholders, to 15% of the number of ordinary securities on issue at the start of the period, subject to certain adjustments and permitted exceptions. The entity does not need to include within the 15% limit any ordinary securities issued in the 12 month period that were issued with the approval of shareholders for the purposes of Listing Rule 7.1.

Under Listing Rule 7.4 an issue of securities without approval under Listing Rule 7.1 will be treated as having been made with shareholder approval for the purposes of Listing Rule 7.1 if the original issue did not breach the 15% limit under Listing Rule 7.1 and shareholders subsequently approve the issue.

By ratifying the issues of Shares and Options, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

Resolutions 3 to 6 are ordinary resolutions.

(b) Technical information required by Listing Rule 7.5

In accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of:

- (i) the issue of Shares the subject of Resolution 3:
 - (A) the number of Shares issued was 9,000,000;
 - (B) the issue price of the Shares was \$1.07 per Share, resulting in a total issue price of \$9,630,000;
 - (C) the Shares issued were fully paid ordinary shares in the capital of the Company which rank equally with all other Shares on issue;
 - (D) the persons who were issued the Shares are HSBC Custody Nominees (Australia) Ltd and Merrill Lynch (Australia) Nominees Pty Ltd; and
 - (E) the funds raised by the Company are being used for working capital purposes;
- (ii) the issue of Options the subject of Resolution 4:
 - (A) the number of Options issued was 666,667;
 - (B) the Options were issued for free. They were issued to UST in connection with the entry of the Company into a strategic equity agreement and channel sales partnership with UST;
 - (C) the Options are unlisted options to acquire Shares. Each Option entitles the holder to acquire 1 Share (subject to adjustment in accordance with the Listing Rules) upon payment of an exercise price of \$0.45 per Option. Options are exercisable at any time on or before 21 October 2016 and are not transferable;
 - (D) the person who was issued the Options is UST; and
 - (E) there were no funds raised by the Company in connection with the issue of these Options. Funds raised on exercise of the Options will be used for working capital purposes;
- (iii) the issue of Options the subject of Resolution 5:
 - (A) the number of Options issued was 260,000;
 - (B) the Options were issued for free. They were issued to the New Employees as part of their remuneration;
 - (C) the Options are unlisted options to acquire Shares. The Options vest 25% each anniversary. Each vested Option entitles the holder to acquire 1 Share (subject to adjustment in accordance with the Listing Rules) upon payment of an exercise price as set out in the table below. Vested Options are exercisable at any time on or before the expiry dates set out in the table below and are not transferable;

Number of Options	Exercise price	Expiry date
30,000	\$0.77 each	29 December 2019
30,000	\$1.10 each	8 February 2020
20,000	\$1.09 each	1 February 2020
30,000	\$1.04 each	18 January 2020
100,000	\$0.51 each	30 November 2019
50,000	\$0.20 each	30 September 2019

- (D) the persons who were issued the Options are the New Employees, being

Name
Amy Meyer
Andrew Rowe
Steven Manuatu
Morgan Leech
Brian Howard
David Sanghera

; and

- (E) there were no funds raised by the Company in connection with the issue of these Options. Funds raised on exercise of the Options will be used for working capital purposes; and

- (iv) the issue of Options the subject of Resolution 6:

- (A) the number of Options issued was 225,000;
- (B) the Options were issued for free. They were issued to new members of the Board of Advisors as part of their remuneration;
- (C) the Options are unlisted options to acquire Shares. The Options vest 33% on first anniversary, 33% on second anniversary and 34% of 3rd anniversary. Each vested Option entitles the holder to acquire 1 Share (subject to adjustment in accordance with the Listing Rules) upon payment of an exercise price as set out in the table below. Vested Options are exercisable at any time on or before the expiry dates set out in the table below and are not transferable;

Number of Options	Exercise price	Expiry date
125,000	\$0.20 each	31 July 2019
100,000	\$0.77 each	29 December 2018

- (D) the persons who were issued the Options are new members of the Board of Advisors of the Company, being Saurabh Ranjan and Alan Guarino; and

- (E) there were no funds raised by the Company in connection with the issue of these Options. Funds raised on exercise of the Options will be used for working capital purposes;

(c) Directors recommendation

The Directors unanimously recommend that Shareholders vote in favour of Resolutions 3 to 6.

2.7 Resolution 7: Approval of 10% Placement Facility

(a) General

Listing Rule 7.1A provides that an Eligible Entity may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital over a period of 12 months after the annual general meeting (**10% Placement Facility**). This is in addition to the existing 15% placement capacity permitted by AX Listing Rule 7.1.

If Shareholders approve this Resolution, the number of Equity Securities the Eligible Entity may issue under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (as set out below).

This Resolution is a special resolution. Accordingly, at least 75% of votes cast by Shareholders present and eligible to vote at the Annual General Meeting must be in favour of this Resolution for it to be passed.

An Eligible Entity is one that, as at the date of the relevant annual general meeting:

- (i) is not included in the S&P/ASX 300 Index; and
- (ii) has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300 million.

The Company is an Eligible Entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of less than \$300 million.

Any Equity Securities issued must be in the same class as an existing class of quoted Equity Securities. The Company currently has one class of quoted Equity Securities on issue, being the Shares (ASX Code: 1PG).

The exact number of Equity Securities that the Company may issue under an approval under Listing Rule 7.1A will be calculated according to the following formula:

(A x D) - E

Where:

- A** is the number of Shares on issue 12 months before the date of issue or agreement to issue:
- (i) plus the number of Shares issued in the 12 months under an exception in Listing Rule 7.
 - (ii) plus the number of partly paid Shares that became fully paid in the 12 months;

- (iii) plus the number of Shares issued in the previous 12 months with approval of holders of Shares under Listing Rules 7.1 and 7.4; and
- (iv) less the number of Shares cancelled in the 12 months.

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 issue or agreement to issue that are not issued with the approval of the Shareholders under ASX Listing Rule 7.1 or 7.4.

(b) Technical information required by Listing Rule 7.1A

In accordance with Listing Rule 7.3A, the information below is provided in relation to this Resolution:

(i) Minimum price

The minimum price at which the Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:

- (A) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (B) if the Equity Securities are not issued within 5 ASX trading days or the date in paragraph (i) above, the date on which the Equity Securities are issued.

(ii) Risk of voting dilution

Shareholders should note that there is a risk that:

- (A) the market price for Equity Securities may be significantly lower on the issue date than on the date of the Meeting; and
- (B) the Equity Securities may be issued at a price that is at a discount to the market price for those Equity Securities on the date of issue.

Any issue of Equity Securities under the 10% Placement Facility will dilute the voting interests of Shareholders who do not receive any Shares under the issue.

If this Resolution is approved by Shareholders and the Company issues the maximum number of Equity Securities available under the 10% Placement Facility, the economic and voting dilution of existing Shares would be as shown in the table below.

The below table 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 Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- (A) two examples where variable “A” has increased, by 50% and 100%. Variable “A” is based on the number of ordinary securities 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) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders’ meeting; and
- (B) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

		Dilution		
Variable “A” in Listing Rule 7.1A.2		50% decrease in Issue Price	Issue Price (current)	100% increase in Issue Price
		\$0.80	\$1.59	\$3.18
Current Variable “A”	10% voting dilution	7,747,734 Shares	7,747,734 Shares	7,747,734 Shares
77,477,341 Shares	Funds Raised	\$6,198,187	\$12,318,897	\$24,637,794
50% increase in current Variable “A”	10% voting dilution	11,621,601 Shares	11,621,601 Shares	11,621,601 Shares
116,216,012 Shares	Funds Raised	\$9,297,280	\$18,478,345	\$36,956,691
100% increase in current Variable “A”	10% voting dilution	15,495,468 Shares	15,495,468 Shares	15,495,468 Shares
154,954,682 Shares	Funds Raised	\$12,396,374	\$24,637,794	\$49,275,588

The table above has been prepared on the following assumptions:

1. The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
2. No Options (including any Options under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities.
3. 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 at 10%.

4. 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 Facility, based on that Shareholder's holding at the date of the Meeting.
5. The table shows only the effect of the issue of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
6. The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes the issue of Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
7. The issue price set out above is the closing price of the Shares on ASX on 21 May 2015.
8. The Company issues the maximum possible number of Equity Securities under the 10% Placement Facility.
9. The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were not issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.

(iii) Date of issue

Equity Securities may be issued under the 10% Placement Facility commencing on the date of the Annual General Meeting and expiring on the first to occur of the following:

- (A) 12 months after the date of the Annual General Meeting; an
- (B) the date of approval by Shareholders of any transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of the Company's activities) or 11.2 (disposal of the Company's main undertaking) (after which date, an approval under Listing Rule 7.1A ceases to be valid).

(iv) Purpose of issue under 10% Placement Facility

The Company may issue Equity Securities under the 10% Placement Facility for the following purposes:

- (A) as cash consideration, in which case the Company intends to use funds raised for expanding the Company's existing business (including expenses associated with new contracts, pursuing other acquisitions that have a strategic fit or will otherwise add value to Shareholders (including expenses associated with such acquisitions) and general working capital; or
- (B) as non-cash consideration for acquisition of new assets and investments, in such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

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

(v) Allocation policy under the 10% Placement Facility

The Company's allocation policy for the issue of Equity Securities under the 10% Placement Facility will be dependent on the prevailing market conditions at the time of the proposed placement(s).

The recipients of the Equity Securities to be issued under the 10% Placement Facility have not yet been determined. However, the recipients of Equity Securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the recipients at the time of the issue under the 10% Placement Facility, having regard to the following factors:

- (A) the purpose of the issue;
 - (B) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
 - (C) the effect of the issue of the Equity Securities on the control of the Company;
 - (D) the circumstances of the Company, including, but not limited to, the Company's financial position and solvency of the Company;
 - (E) prevailing market conditions; and
 - (F) advice from corporate, financial and broking advisors (if applicable).
- (vi) Previous approval under Listing Rule 7.1A

The Company previously obtained Shareholder approval under Listing Rule 7.1A at its 2014 annual general meeting held on 30 June 2014.

During the 12 month period preceding the date of the Annual General Meeting, being on and from 29 June 2014, the Company issued a total of 135,325,062 Equity Securities which represents approximately 610% of the total diluted number of Equity Securities on issue in the Company on 29 June 2014.

Further details of the issues of Equity Securities by the Company during the 12 month period preceding the date of the Annual General Meeting are set out in Annexure A.

- (vii) Compliance with Listing Rules 7.1A.4 and 3.10.5A

When the Company issues Equity Securities pursuant to the 10% Placement Facility, it will give to ASX:

- (A) 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
- (B) the information required by Listing Rule 3.10.5A for release to the market.

(c) Directors unanimous recommendation

The Directors unanimously recommend that Shareholders vote in favour of this Resolution 7.

3. GLOSSARY

In this Notice of Annual General Meeting and Explanatory Statement, the following terms have the following meanings:

10% Placement Facility	has the meaning given to it in section 2.7.
ASIC	the Australian Securities and Investments Commission.
ASX	ASX Limited or the Australian Securities Exchange, as the context requires.
Auditors	means PricewaterhouseCoopers.
Board	the board of Directors.
Board of Advisors	Advisors to the Company
Chair	the chairperson of the Meeting.
Closely Related Party	of a member of the Key Management Personnel means: <ul style="list-style-type: none">(a) a spouse or child of the member;(b) a child of the member's spouse;(c) a dependent of the member or the member's spouse;(d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;(e) a company the member controls; or(f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.
Company	1-Page Limited ACN 112 291 960.
Constitution	the constitution of the Company.
Corporations Act	the Corporations Act 2001 (Cth).
Director	a director of the Company, being each of Mr Scott Mison, Mr Rusty Rueff, Ms Joanna Weidenmiller and Mrs Maureen Plavsic.
Equity Security	has the meaning given to it in Listing Rule 19.12.
EST	Eastern Standard Time, being the time in Sydney, New South Wales.
Explanatory Statement	this explanatory statement incorporated in the Notice of Annual General Meeting.
Key Management Personnel	has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly

	or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.
Listing Rules	the official Listing Rules of ASX.
Meeting or Annual General Meeting	the Annual General Meeting of the Company to be held on 30 June 2015 at 10.00am (EST).
New Employees	new employees to the Company, being Amy Meyer, Andrew Rowe, Steven Manuatu, Morgan Leech, Brian Howard and David Sanghera.
Notice or Notice of Annual General Meeting	the notice of meeting incorporating this Explanatory Statement.
Placement	has the meaning given to that term in section 2.6.
Remuneration Report	has the meaning given in section 2.4.
Resolution	a resolution set out in the Notice.
Share	fully paid ordinary share in the capital of the Company.
Shareholder	a shareholder of the Company.
UST	UST Global Inc..

ANNEXURE A – ISSUE OF EQUITY SECURITIES SINCE 29 JUNE 2014

Date	Quantity	Class	Recipient	Issue price and discount to Market Price (if applicable)	If issued for cash-total consideration If issued for non-cash consideration - description and current value
Issue – 1, 2 and 3 July 2014 Appendix 3B 4 July 2014	1,875,000*	Shares	Mr Andrew Richards and Mr Barnaby Egerton-Warburton	\$0.008 each. This was a discount of 20% to the Market Price.	Cash. Proceeds used for working capital.
	23,000,000*	Shares	The holders of Options exercisable for \$0.01.	The Shares were issued for an issue price of \$0.01 pursuant to the exercise of Options. This was a discount of 60% to the Market Price.	Cash. Proceeds used for working capital.
Issue 6, 11 and 12 August 2014 Appendix 3B 12 August 2014 (subsequently amended by Appendix 3B dated 14 August 2014)	25,298,928*	Shares	The holders of Options exercisable for \$0.01.	The Shares were issued for an issue price of \$0.01 pursuant to the exercise of Options. This was a discount of 50% to the Market Price.	Cash. Proceeds used for working capital.
Issue 1 and 2 September 2014 Appendix 3B 3 September 2014	12,719,644*	Shares	The holders of Options exercisable for \$0.01.	The Shares were issued for an issue price of \$0.01 pursuant to the exercise of Options. This was a discount of 60% to the Market Price.	Cash. Proceeds used for working capital.
Issue 4 and 5 September 2014 Appendix 3B 8 September	20,487,501*	Shares	The holders of Options exercisable for \$0.01.	The Shares were issued for an issue price of \$0.01 pursuant to the exercise of Options.	Cash. Proceeds used for working capital.

2014				This was a discount of 40% to the Market Price.	
Issue 10-12 September 2014 Appendix 3B 12 September 2014	22,168,929*	Shares	The holders of Options exercisable for \$0.01.	The Shares were issued for an issue price of \$0.01 pursuant to the exercise of Options. This was a discount of 50% to the Market Price.	Cash. Proceeds used for working capital.
Issue 18-23 September 2014 Appendix 3B 24 September 2014	10,593,750*	Shares	The holders of Options exercisable for \$0.01.	The Shares were issued for an issue price of \$0.01 pursuant to the exercise of Options. This was a discount of 60% to the Market Price.	Cash. Proceeds used for working capital.
Issue 9 October 2014 Appendix 3B 12 October 2014	42,500,000	Shares	Various sophisticated and professional investors.	\$0.20 each. This was a discount of 12% to the Market Price.	Cash. Prospectus for the re-listing of 1-Page Limited
	50,000,000	Shares (escrowed)	Vendors of One Page Inc.	\$0.20 each.	Non-cash. Shares issued for the purchase of One Page Inc. Shares are subject to ASX escrow. Current consideration is approx. \$79.5m
	6,000,000	Performance Rights (escrowed)	Ms Joanna Weidenmiller	Nil. Part of the vendor consideration for acquisition of One Page Inc. This was a discount of 100% to the Market Price.	Non- cash. Part of the vendor consideration for acquisition of One Page Inc. Current value is \$nil as the tranches have not vested.
	10,000,000	Options (escrowed)	Advisors	\$0.001 each This was a discount of 100% to the	Cash. Proceeds used for working capital.

				Market Price.	
	450,000	Options (escrowed)	Directors	\$0.001 each This was a discount of 100% to the Market Price.	Cash. Proceeds used for working capital.
	1,000,000	Shares (escrowed)	Gruppe Stemmermann Pty Ltd	\$0.20 each. This was a discount of 100% to the Market Price.	Non – cash. Shares issued as consideration for introductory fee. Current value is \$1.59m
	556,655	Shares	Ms Joanna Weidenmiller	\$0.20 each	Non- cash. Shares issued to discharge debt. Current value is \$885,081.
	2,858,552	Options	Employees	Various. Issued as part of employee remuneration. This was a discount of 100% to the Market Price.	Non-cash. Options issued pursuant to employment contracts. Current value is \$nil as options have not vested.
Issue 20 February 2015 Appendix 3B 12 March 2015	9,000,000	Shares	Various sophisticated and professional investors.	\$1.07 each. This was a discount of 12% to the Market Price.	Cash. Proceeds used for working capital.
	2,000,000	Shares	Joanna Riley Weidenmiller.	Nil. Conversion of Performance Rights This was a discount of 100% to the Market Price.	Non-cash. Conversion of Performance Rights Current value is \$3.18m
	3,000,000	Performance Rights	1-Page Holding A/C.	Conversion of Performance Rights This was a discount of 100% to the Market Price.	Non-cash. Granting of performance rights and subsequent conversion of Performance Rights into shares.
	3,000,000	Shares	The holders of the Performance Rights granted on the same date.	Conversion of Performance Rights This was a discount of 100% to the Market Price.	Current value is \$4.77m

	666,667	Options	UST.	Nil. This was a discount of 100% to the Market Price.	Non-cash. Issued as part of consulting remuneration. Current value is \$1.06m.
	225,000	Options	New members of the Board of Advisors.	Nil. This was a discount of 100% to the Market Price.	Non-cash. Issued as part of advisory remuneration. Current value is \$nil as options have not vested.
	260,000	Option	New Employees.	Nil. This was a discount of 100% to the Market Price.	Non-cash. Issued as part of employee remuneration Current value is \$nil as options have not vested.
Issue 31 March 2015 Appendix 3B 1 April 2015	1,000	Shares	Various sophisticated and professional investors.	\$1.07 each. This was a discount of 97% to the Market Price.	Cash. Proceeds used for working capital.

*pre consolidation that was that was approved by shareholders on a 1 for 20 basis on 29 September 2014.

Notes:

1. Market Price means the closing price on ASX (excluding special crossings, overnight sales and exchange traded option exercises). For the purposes of this table the discount is calculated on the Market Price on the last trading day on which a sale was recorded prior to the date of issue of the relevant Equity Securities.
2. Fully paid ordinary shares in the capital of the Company, ASX Code: 1PG (terms are set out in the Constitution).
3. The cash balance of the Company on 30 June 2014 was approximately \$300,000. The aggregate amount raised from issues of Equity Securities listed in Annexure A is \$18,206,154. The cash balance of the Company as at the date of this Notice is approximately \$10,916,821. The amount spent since 30 June 2014 to the date of this Notice of Annual General Meeting has been approximately \$7,589,333. These funds have been spent on the Company's re-compliance listing and operating expenses of the Company. The amount raised from issues of Equity Securities listed in Annexure A that remains unspent as at the date of this Notice of Annual General Meeting is \$10,616,821. It is proposed that these funds will be used, together with the Company's other cash reserves, for ongoing operating expenses of the Company. This statement as it relates to the future use of funds is a statement of current intentions as at the date of this Notice of Annual General Meeting. As with any budget, intervening events and new circumstances have the potential to affect the

manner in which the funds are ultimately applied. The Board reserves the right to alter the way the funds are applied on this basis.

PROXY FORM
1-Page Limited
ACN 112 291 960

I/We

of

being a member of 1-Page Limited ACN 112 291 960 entitled to attend and vote at the Annual General Meeting, hereby

Appoint

Name of Proxy

OR

the Chair of the Annual General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the Annual General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Annual General Meeting to be held at 10.00am (EST) on 30 June 2015 at 4325a Kent Street, Sydney, NSW 2000, and at any adjournment thereof.

The Chair intends to vote all available proxies in favour of all Resolutions.

OR

Voting on Business of the Annual General Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director – Mr Scott Mison	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of prior Shares issued under Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Ratification of prior issue of Options to UST	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of prior issue of Options to New Employees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratification of prior issue of Options to new members of the Board of Advisors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not to be counted in computing the required majority.

Important for Resolution 1 – if the Chair is your proxy or is appointed as your proxy by default

If you have not directed your proxy how to vote as your proxy in respect of Resolution 1 and the Chair is, or may by default be, appointed your proxy, you expressly authorises the Chair to exercise the proxy on Resolution 1 even though that Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____%

Signature of Member(s):

Date: _____

Individual or Member 1

Sole Director/Company Secretary

Member 2

Director

Member 3

Director/Company Secretary

Contact Name: _____ **Contact Ph (daytime):** _____

Instructions for Proxy Form

1. Your name and address

Please print your name and address as it appears on your holding statement and the Company's share register. If Shares are jointly held, please ensure the name and address of each joint shareholder is indicated. Shareholders should advise the Company of any changes. Shareholders sponsored by a broker should advise their broker of any changes. Please note you cannot change ownership of your securities using this form.

2. Appointment of a proxy

You are entitled to appoint no more than two proxies to attend and vote on a poll on your behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of your voting rights. If you appoint two proxies and the appointment does not specify this proportion, each proxy may exercise half of your votes.

If you wish to appoint the Chairman of the Annual General Meeting as your proxy, please mark the box. If you leave this section blank or your named proxy does not attend the Annual General Meeting, the Chairman will be your proxy. A proxy need not be a Shareholder.

3. Voting on Resolutions

You may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item your vote will be invalid on that item.

4. Signing instructions

You must sign this form as follows in the spaces provided:

- **(Individual)** Where the holding is in one name, the holder must sign.
- **(Joint holding)** Where the holding is in more than one name, all of the shareholders should sign.
- **(Power of Attorney)** If you have not already lodged the Power of Attorney with the Company's share registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.
- **(Companies)** Where the company has a sole director who is also the sole company secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act) does not have a company secretary, as sole director can also sign alone. Otherwise this form must be signed by a director jointly with either another director or a company secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission.

5. Return of a Proxy Form

To vote by proxy, please complete and sign the enclosed Proxy Form (and any Power of Attorney and/or second Proxy Form) and return by:

- post to the Company at PO Box 285 West Perth WA 6872; or
- facsimile to the Company on (08) 9325 7120,

so that it is received by no later than 10.00am (EST) on 28 June 2015.

Proxy Forms received later than this time will be invalid.