

ZIPMONEY LTD
ABN 50 139 546 428



NOTICE OF EXTRAORDINARY GENERAL MEETING

AND

EXPLANATORY STATEMENT

AND

PROXY FORM

Date of Meeting

Wednesday, 20 July 2016

Time of Meeting

9:00am (Sydney time)

Place of Meeting

Arnold Bloch Leibler
Level 24, Chifley Tower
2 Chifley Square
SYDNEY NSW 2000

This Notice of Extraordinary General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

ZIPMONEY LTD
ABN 50 139 546 428

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that the Extraordinary General Meeting of Shareholders of zipMoney Ltd ("**Company**") will be held at Arnold Bloch Leibler, Level 24, Chifley Tower, 2 Chifley Square, Sydney NSW 2000 on Wednesday, 20 July 2016 at 9:00am (Sydney time) ("**Meeting**") for the purpose of transacting the following business.

The Explanatory Statement, which accompanies and forms part of this Notice of Meeting, describes in more detail the matters to be considered at the Meeting.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement will, unless the context requires otherwise, have the same meaning given to them in the glossary contained in the Explanatory Statement.

AGENDA

Resolution 1 – Approval of the issue of the Outstanding Placement Shares

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval be given to the issue of 19,670,057 Shares in the Company at an issue price of \$0.55 per Share to certain institutional and sophisticated investors under the Placement, and otherwise on the terms set out in the Explanatory Statement which accompanies and forms part of the Notice of Meeting."

Resolution 2 – Approval for participation in the Placement by Non-Executive Chairman, Philip Crutchfield

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval be given for the issue of 320,000 Shares in the Company at an issue price of \$0.55 per Share to Mr Philip Crutchfield (and/or his nominee(s)), the Company's Non-Executive Chairman, under the Placement, and otherwise on the terms set out in the Explanatory Statement which accompanies and forms part of the Notice of Meeting."

Resolution 3 – Subsequent approval for the issue of the Initial Placement Shares

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, approval and ratification be given for the prior issue by the Company of 17,811,763 Shares issued to certain institutional and sophisticated investors on 10 June 2016 under the Placement at the issue price of \$0.55 per Share, as announced on 6 June 2016, and otherwise on the terms set out in the Explanatory Statement which accompanies and forms part of the Notice of Meeting."

Resolution 4 – Subsequent approval for the issue of the VPC Securities

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, approval and ratification be given for the following prior issues of securities by the Company to Victory Park Capital on 25 November 2015 as a condition to the \$108 million asset-backed securitisation warehouse with Victory Park Capital as announced on 19 November 2015:

- (a) 5,000,000 Shares issued at the issue price of \$0.20 per Share; and*
 - (b) 5,000,000 unlisted options, each to subscribe for one Share, exercisable at \$0.20 per option and expiring on 31 December 2018,*
- and otherwise on the terms set out in the Explanatory Statement which accompanies and forms part of the Notice of Meeting."*

ZIPMONEY LTD

Notice of Extraordinary General Meeting 20 July 2016

BY ORDER OF THE BOARD

ANDREW BURSILL
COMPANY SECRETARY
16 JUNE 2016

NOTES:

ENTITLEMENT TO VOTE

Pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Directors have determined that the shareholding of each Shareholder for the purposes of ascertaining the voting entitlements for the Meeting will be as it appears in the Company's share register at 7.00pm (Sydney time) on Monday, 18 July 2016.

VOTING AND REQUIRED MAJORITY

Each Resolution must be passed by more than 50% of all votes cast by Shareholders entitled to vote on the Resolution (whether in person or by proxy, attorney or representative).

Subject to the voting exclusions, on a show of hands every Shareholder has one vote and, on a poll, every Shareholder has one vote for each Share held.

VOTING EXCLUSION STATEMENTS

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on:

- **Resolution 1** by each person who may participate in the proposed issue of the Outstanding Placement Shares, or who might obtain a benefit, except a benefit solely in the capacity of a Shareholder, if Resolution 1 is passed;
- **Resolution 2** by Mr Philip Crutchfield or any person who is to receive securities the subject of Resolution 2;
- **Resolution 3** by any person who participated in the issue of the Initial Placement Shares; and
- **Resolution 4** by any person who participated in the issue of the VPC Securities, including, in each case, their respective associates.

However, the Company need not disregard a vote if:

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

HOW TO VOTE

You may vote by attending the Meeting in person, by proxy or personal representative.

Proxies

A Proxy Form is attached to this Notice of Meeting. This is to be used by Shareholders if they wish to appoint a representative (a "proxy") to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form in accordance with the instructions on the form. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

To vote by proxy, please complete and sign the Proxy Form enclosed with this Notice of Meeting and return it to the Company's share registry, Computershare Investor Services Pty Limited, either:

- online at www.investorvote.com.au;
 - by facsimile on (within Australia) 1800 783 447 or (outside Australia) +61 3 9473 2555; or
 - by mail to GPO Box 242, Melbourne, VIC 3001, Australia,
- so that it is received no later than 9:00am (Sydney time) on Monday, 18 July 2016.

If the Proxy Form is signed by an attorney, please also enclose the authority under which the Proxy Form is signed (or a certified copy of the authority). Proxies given by corporate Shareholders must be executed in accordance with section 127 of the Corporations Act, their constitutions or by their attorney or duly authorised officer.

Please note that:

- a Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- a proxy need not be a Shareholder; and
- a Shareholder 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.

Personal Representative

To vote by personal representative, please forward the authority under which the personal representative has been appointed (or a certified copy of the authority) to the address set out above for the return of Proxy Forms so that it is received no later than 9:00am (Sydney time) on Monday, 18 July 2016.

Corporate Representative

A corporation may elect to appoint a representative in accordance with the Corporations Act, in which case the Company will require written proof of the representative's appointment, which must be lodged with, or presented to the Company, before the Meeting. The Company will retain the certificate of appointment of corporate representative.

Voting intentions and undirected proxies

Subject to any voting restrictions and exclusions, where the person chairing the Meeting is appointed as proxy, he intends to vote all undirected proxy votes in favour of all Resolutions.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to assist Shareholders to consider the Resolutions set out in the Notice of Meeting.

This Explanatory Statement forms part of, and should be read in conjunction with, the Notice of Meeting. The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions. The Directors also recommend that Shareholders read in full the Company's ASX Announcement dated 6 June 2016 (including the accompanying Investor Presentation) in respect of the Placement before making any decision in relation to the Resolutions.

Terms used in this Explanatory Statement will, unless the context otherwise requires, have the same meaning given to them in the glossary as contained in this Explanatory Statement.

THE RESOLUTIONS

Resolution 1 – Approval of the issue of the Outstanding Placement Shares

Background

Resolution 1 seeks Shareholder approval for the issue of 19,670,057 Shares (the “**Outstanding Placement Shares**”) to certain institutional and sophisticated investors at the issue price of \$0.55 per Share to raise approximately \$10.8 million.

Specifically, on 6 June 2016 the Company announced that it had undertaken a private placement of approximately 37.5 million Shares to certain institutional and sophisticated investors at an issue price of \$0.55 for each Share to raise approximately \$20.6 million (“**Placement**”). The issue price represented a 14.4% discount to the Company's 30-day volume weighted average Share price prior to the announcement of the Placement. ASIC granted certain relief from the Corporations Act so that the Company would be able to rely on the cleansing notice provisions in section 708A of the Corporations Act in relation to the Shares issued under the Placement.

The first tranche of the Placement was completed on 10 June 2016 as the Company issued 17,811,763 Shares (the “**Initial Placement Shares**”) at the issue price of \$0.55 per Share to raise approximately \$9.8 million. This share issue occurred without Shareholder approval under the Company's existing placement capacity pursuant to ASX Listing Rule 7.1.

The second tranche of the Placement, which involves the issue of the Outstanding Placement Shares to raise the remaining \$10.8 million, was subject to and requires Shareholder approval. Accordingly, the purpose of Resolution 1 is to obtain Shareholder approval for this issue of the Outstanding Placement Shares.

What is the effect of ASX Listing Rule 7.1?

In general terms, ASX Listing Rule 7.1 imposes a 15% cap on the number of shares that can be issued by the Company, without approval of shareholders or ASX waiver, in any 12 month period (“**15% limit**”). However, the Company is permitted to issue shares (or other securities) in excess of the 15% limit if the issue is approved by Shareholders.

Why is the Company seeking approval for the issue of the Outstanding Placement Shares?

The purpose of Resolution 1 is for Shareholders to approve the issue of the Outstanding Placement Shares, as such issue would otherwise exceed the 15% limit. If Resolution 1 is approved by Shareholders, the Company will be able to issue the Outstanding Placement Shares even though the issue exceeds the 15% limit. Further, approving the issue of the Outstanding Placement Shares will mean that the issue will not be counted under the 15% limit. This will enable the Company to issue further Shares up to the 15% limit in the next 12 month period without Shareholder approval.

If Shareholders do not approve Resolution 1, the Company will not issue the Outstanding Placement Shares and the Company will only raise a total of approximately \$9.8 million under the Placement.

Information required by ASX Listing Rule 7.3

In accordance with ASX Listing Rule 7.3, Shareholders are provided the following information:

The number of securities to be issued	19,670,057 Shares.
The date by which the securities will be issued	The Company expects to issue the Outstanding Placement Shares on Tuesday, 26 July 2016 and, in any event, no later than 3 months after the date of the Meeting.
The issue price at which the securities will be issued	\$0.55 per Share.
Names of allottees (if known) or the basis upon which allottees will be identified or selected	The Outstanding Placement Shares will be issued to certain institutional and sophisticated investors nominated by Bell Potter Securities Limited, who acted as lead manager for the Placement.
The terms of the securities	Fully paid ordinary shares in the capital of the Company which will rank, from the date of their issue, equally with all existing issued Shares.
Intended use of funds raised	It is currently intended that the funds raised from the Placement will be primarily used by the Company to provide additional loan book equity capital to assist the Company secure a new securitisation warehouse facility on the best possible terms (further details of the new securitisation warehouse facility is set out below). It is also intended that the funds raised from the Placement will be used: • to fund the potential acquisition of Pocketbook Holdings Pty Ltd (Pocketbook) (further details of the potential acquisition of Pocketbook is set out below); and • to provide additional expansion capital to fund a combination of sales and marketing initiatives, regional expansion, and product and technology initiatives. If the Company does not enter into a new securitisation warehouse facility and/or proceed with the acquisition of Pocketbook, the funds raised from the Placement will be retained by the Company and used: • to provide additional expansion capital to fund a combination of sales and marketing initiatives, regional expansion, and product and technology initiatives; and • for future acquisition opportunities that may arise in related or adjacent sectors in which the Company operates.

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

New securitisation warehouse facility - loan book equity capital

The intended primary use of the funds raised from the Placement is to provide the Company with additional loan book equity capital to assist the Company secure a new securitisation warehouse facility on the best possible terms.

As disclosed on 6 June 2016, the Company has had preliminary discussions in relation to a new securitisation warehouse facility with one of Australia's big four banks. It is customary to provide a larger equity tranche in order to access such a facility. Terms are yet to be agreed and may vary based on funder discussions and/or macro events in local or global capital markets.

Access to a new senior bank facility would be expected to approximately halve the weighted average cost of capital of the Company's loan book, from approximately 12% currently to approximately 6%. This would represent an annual interest saving of approximately 6%.

Potential Pocketbook acquisition

On 6 June 2016, the Company announced that it had entered into a non-binding indicative term sheet to acquire Pocketbook. The term sheet is non-binding except for certain limited provisions (such as exclusivity). The proposed acquisition remains subject to the Company completing satisfactory due diligence and the Pocketbook founders and other Pocketbook shareholders agreeing to and entering into transaction documents necessary to give effect to the acquisition. The Board may as a result of its due diligence decide not to proceed with the acquisition.

Pocketbook is an innovative personal finance management software that has been operating since 2012. Pocketbook provides a free money management and budgeting tool and app that integrates with the customer's bank account, and is able to sync data with most major Australian financial institutions, including the big four banks. Pocketbook has strong customer traction in the Australian market, with over 200,000 users, and is highly acclaimed by industry leading bodies (including Choice, AIIA, ACMA and Forrester Research).

The proposed total consideration for the acquisition of Pocketbook is \$7.5 million, comprised of \$6 million upfront consideration (in the form of cash and scrip) and \$1.5 million deferred purchase consideration (in the form of only scrip). Specifically:

- the cash requirement for the upfront consideration is currently estimated at \$2.5 million, with the balance to comprise an issue of Shares. The term sheet currently provides that the issue price of these Shares will be the same issue price of the Placement; and
- the Shares to be issued as the deferred purchase consideration will be issued, subject to various performance milestones, within 24 months of completion of the acquisition. The term sheet currently provides that the issue price of these Shares will be based on the 30 day volume weighted average price of the Company's Shares prior to the issue date at the time.

The Shares to be issued as the upfront consideration for the acquisition of Pocketbook are currently estimated to represent approximately 3% of the total issued capital in the Company (assuming that the Placement completes in full). The percentage of total issued capital in the Company of the deferred purchase consideration can only be calculated at a later date.

The term sheet currently provides that the Shares to be issued as the consideration for the acquisition of Pocketbook ("**Pocketbook Consideration Shares**") will be subject to an 18 month escrow period for Shares issued to the Pocketbook founding shareholders and a 6 month escrow period for the other Pocketbook shareholders.

Pocketbook has been receiving and growing revenue through the provision of market leading analytics services and is highly complementary the Company's existing business. If it proceeds, the acquisition would provide a unique opportunity to gain valuable data and analytics to strengthen the Company's lending and credit algorithms. The acquisition would expand the Company's customer base and offer cross-selling opportunities. The Company would also have the potential to deliver complementary financial products within the Pocketbook app, enhancing the overall product experience. The current expectation of the Company is that Pocketbook standalone would reach cash flow break even in approximately 18 months.

Recommendation

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

Resolution 2 – Approval for participation in the Placement by Non-Executive Chairman, Philip Crutchfield**Background**

Resolution 2 is proposed to seek Shareholder approval for Mr Philip Crutchfield, the Company's Non-Executive Chairman (and/or his nominee(s)) to participate in the Placement, as announced on 6 June 2016, by subscribing for 320,000 Shares at an issue price of \$0.55 per Share and otherwise on the same terms and conditions as other investors to the Placement. For the avoidance of doubt, the Shares the subject of this Resolution 2 form part of the 37,481,820 Shares proposed to be issued under the Placement.

Requirement of Shareholder approval - ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to the issue of securities to a related party of the Company. A related party includes a director of the Company. Mr Philip Crutchfield is a related party of the Company, being the Company's Non-Executive Chairman.

If shareholder approval is obtained under ASX Listing Rule 10.11, shareholder approval is not required under ASX Listing Rule 7.1.

If Resolution 2 is approved by Shareholders:

- Mr Philip Crutchfield (and/or his nominee(s)) will be entitled to be issued 320,000 Shares in the Company; and
- the 320,000 Shares issued to Mr Philip Crutchfield will not count towards the Company's 15% limit.

Information required by ASX Listing Rule 10.13

In accordance with ASX Listing Rule 10.13, Shareholders are provided the following information:

The name of the allottee	Mr Philip Crutchfield (and/or his nominee(s)).
The maximum number of securities to be issued	320,000 Shares.
The date by which the securities will be issued	The Company expects to issue the Shares on Tuesday, 26 July 2016 and, in any event, no later than 1 month after the date of the Meeting.
The issue price at which the securities will be issued	\$0.55 per Share.
The terms of the securities	Fully paid ordinary shares in the capital of the Company which will rank, from the date of their issue, equally with all existing issued Shares.
Intended use of funds raised	The funds raised will comprise part of the funds raised under the Placement. Accordingly, the funds are intended to be used as described above in Resolution 1.

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

Corporations Act

Section 208 of the Corporations Act provides that a public company must not, subject to certain exceptions, give a financial benefit to a related party without approval of the company's members. Section 228 of the Corporations Act defines a "related party" for the purposes of Chapter 2E to include:

- a director of the public company; and
- an entity controlled by a director of the public company.

Mr Philip Crutchfield is a related party of the Company for the purposes of Chapter 2E of the Corporations Act as he is a Director of the Company.

A "financial benefit" is defined in section 229 of the Corporations Act and includes issuing shares to a related party.

Section 210 of the Corporations Act provides an exception to the requirement to obtain shareholder approval for giving a financial benefit to a related party, where the financial benefit is on terms which would be reasonable in the circumstances if the public company and the related party were dealing at arm's length.

Mr Philip Crutchfield will subscribe for the Shares the subject of this Resolution 2 and participate in the Placement on the same terms and conditions as those Shares placed by the Company under the Placement. Therefore, the Company considers that the proposed participation in the Placement by Mr Philip Crutchfield and the Company's issue of Shares to him falls within the arm's length exception set out in section 210 of the Corporations Act.

Recommendation

The Directors, except for Mr Philip Crutchfield who has an interest in this Resolution 2, unanimously recommend that Shareholders vote in favour of Resolution 2.

The Chairman intends to exercise all available proxies in favour of Resolution 2.

Resolutions 3 and 4 – Subsequent approval for the issue of the Initial Placement Shares and the VPC Securities

Background to Resolutions 3 and 4

Under Resolutions 3 and 4, the Company is seeking the separate approval of Shareholders, for the purposes of ASX Listing Rule 7.4, in respect of each of the following issues of securities that have been made by the Company in the last 12 months without Shareholder approval in accordance with its placement capacity under ASX Listing Rule 7.1:

1. under **Resolution 3**, the issue of the Initial Placement Shares; and
2. under **Resolution 4**, the following issue of securities to Victory Park Capital on 25 November 2015 as a condition to the \$108 million asset-backed securitisation warehouse with Victory Park Capital as announced on 19 November 2015 (the “**VPC Securities**”):
 - a. 5,000,000 Shares issued at the issue price of \$0.20 per Share; and
 - b. 5,000,000 unlisted options, each to subscribe for one Share, exercisable at \$0.20 per option and expiring on 31 December 2018,

(together, the Initial Placement Shares and the VPC Securities are referred to as the “**Issued Securities**”).

Resolutions 3 and 4 are separate Resolutions.

What is the effect of ASX Listing Rules 7.1 and 7.4?

The general effect of ASX Listing Rule 7.1 is described above in Resolution 1.

ASX Listing Rule 7.4 provides that where a company subsequently approves an issue of securities, the issue will be treated as having been made with approval for the purpose of ASX Listing Rule 7.1, thereby replenishing the 15% limit and enabling the Company to issue further securities up to that limit without requiring shareholder approval.

Why is the Company seeking approval for the issue of the Issued Securities?

The purpose of Resolutions 3 and 4 is for Shareholders to separately approve, pursuant to ASX Listing Rule 7.4, the previous issues of all of the Issued Securities to restore the Company's ability to issue further securities within the 15% limit under ASX Listing Rule 7.1 during the next 12 months.

The effect of the proposed approval by Shareholders of Resolution 3 would be that the Initial Placement Shares will not count towards the Company's 15% limit. The effect of the proposed approval by Shareholders of Resolution 4 would be that the VPC Securities will not count towards the Company's 15% limit.

The Directors consider that it is appropriate and prudent for approval to be sought in respect of all of the Issued Securities, as this approval (under Resolutions 3 and 4) will enhance the Company's flexibility to raise further equity capital, should the Directors consider that it is in the best interests of the Company to do so. In particular, this approval is being sought so the Directors have the flexibility and capacity, if the Board decides to proceed with the acquisition of Pocketbook (as described above), to issue the Pocketbook Consideration Shares without requiring Shareholder approval. If Shareholders do not approve both of Resolutions 3 and 4 at the Meeting, the Company will need to incur the costs and delay of convening another extraordinary general meeting of the Company if the Directors propose to proceed with the acquisition of Pocketbook in order to issue the Pocketbook Consideration Shares.

If Shareholders do not approve Resolution 3, the prior issue of the Initial Placement Shares will be included in the Company's 15% limit. If Shareholders do not approve Resolution 4, the prior issue of the VPC Securities will be included in the Company's 15% limit.

The Company confirms that the issues of the Issued Securities did not breach ASX Listing Rule 7.1.

Information required by ASX Listing Rule 7.5

In accordance with ASX Listing Rule 7.5, Shareholders are provided the following information:

1. In respect of **Resolution 3** concerning the prior issue of the Initial Placement Shares:

The number of securities issued	17,811,763 Shares.
The price at which the securities were issued	\$0.55 per Share.
The terms of the securities	Fully paid ordinary shares in the capital of the Company which ranked, from the date of their issue, equally with all existing issued Shares.
The names of the persons to whom the securities were issued	Certain institutional and sophisticated investors nominated by Bell Potter Securities Limited, who acted as lead manager for the Placement.
The intended use of the funds raised	The funds raised will comprise part of the funds raised under the Placement. Accordingly, the funds are intended to be used as described above in Resolution 1.

2. In respect of **Resolution 4** concerning the prior issue of the VPC Securities:

The number of securities issued	5,000,000 Shares and 5,000,000 options.
The price at which the securities were issued	- In respect of the 5,000,000 Shares comprising part of the VPC Securities: \$0.20 per Share. - In respect of the 5,000,000 unlisted options comprising part of the VPC Securities: Nil, having been issued as a condition to the \$108 million asset-backed securitisation warehouse with Victory Park Capital as announced on 19 November 2015.
The terms of the securities	- In respect of the 5,000,000 Shares comprising part of the VPC Securities: Fully paid ordinary shares in the capital of the Company which ranked, from the date of their issue, equally with all existing issued Shares - except that such are subject to a 12 month voluntary escrow. - In respect of the 5,000,000 unlisted options comprising part of the VPC Securities: Each entitle the holder to subscribe for one Share, are exercisable at \$0.20 per option, expire on 31 December 2018 and are subject to a 12 month voluntary escrow.
The names of the persons to whom the securities were issued	Victory Park Capital.
The intended use of the funds raised	The funds raised have been, and will be, used for on-going working capital purposes.

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

Recommendation

The Directors unanimously recommend that Shareholders vote in favour of both of Resolution 3 and 4.

GLOSSARY

In this Explanatory Statement and the Notice of Meeting, the following terms have the following meanings unless the context otherwise requires:

"\$" means Australian dollars;

"**ASX**" means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited;

"**ASX Listing Rules**" means the official listing rules of ASX;

"**Board**" means the current board of Directors of the Company;

"**Company**" means zipMoney Ltd ABN 50 139 546 428;

"**Corporations Act**" means Corporations Act 2001 (Cth);

"**Directors**" mean the current directors of the Company;

"**Explanatory Statement**" means the explanatory statement accompanying this Notice of Meeting;

"**Initial Placement Shares**" means the 17,811,763 Shares issued by the Company on 10 June 2016 under the Placement to certain institutional and sophisticated investors to raise approximately \$9.8 million;

"**Issued Securities**" means:

- (a) the Initial Placement Shares; and
- (b) the VPC Securities;

"**Meeting**" means the extraordinary general meeting of Shareholders to be held at Arnold Bloch Leibler, Level 24, Chifley Tower, 2 Chifley Square, Sydney NSW 2000 on Wednesday, 20 July 2016 at 9:00am (Sydney time);

"**Notice of Meeting**" means this notice of extraordinary general meeting, including the Explanatory Statement and the Proxy Form;

"**Outstanding Placement Shares**" means the 19,670,057 Shares to be issued under the Placement to certain institutional and sophisticated investors to raise approximately \$10.8 million, subject to Shareholder approval under Resolution 1;

"**Placement**" means the issue of the Placement Shares to certain institutional and sophisticated investors at an issue price of \$0.55 per Share to raise approximately \$20.6 million, as announced on 6 June 2016;

"**Placement Shares**" means 37,481,820 Shares;

"**Pocketbook**" means Pocketbook Holdings Pty Ltd ACN 162 558 250;

"**Pocketbook Consideration Shares**" means the Shares to be issued as part of the consideration for the acquisition of Pocketbook;

"**Proxy Form**" means the proxy form attached to this Notice of Meeting;

"**Resolutions**" means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires;

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

"**Shareholder**" means a holder of a Share;

"**VPC Securities**" means:

- (a) the 5,000,000 Shares issued to Victory Park Capital on 25 November 2015 at the issue price of \$0.20 per Share; and
- (b) the 5,000,000 unlisted options, each to subscribe for one Share in the Company, exercisable at \$0.20 per option and expiring on 31 December 2018, granted to Victory Park Capital on 25 November 2015, issued and granted (as applicable) as a condition to the \$108 million asset-backed securitisation warehouse with Victory Park Capital, as announced on 19 November 2015.

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

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

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

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

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Vote online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 138626

SRN/HIN:

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



 **For your vote to be effective it must be received by 9:00am (Sydney time) Monday, 18 July 2016**

How to Vote on Items of Business

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

Appointment of Proxy

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

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

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

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

Attending the Meeting

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

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

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

☐

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

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of zipMoney Ltd hereby appoint

☐

the Chairman
of the Meeting **OR**



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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of zipMoney Ltd to be held at Arnold Bloch Leibler, Level 24, Chifley Tower, 2 Chifley Square, Sydney, New South Wales on Wednesday, 20 July 2016 at 9:00am (Sydney time) and at any adjournment or postponement of that meeting.

STEP 2 Items of Business



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

		For	Against	Abstain
Resolution 1	Approval of the issue of the Outstanding Placement Shares	☐	☐	☐
Resolution 2	Approval for participation in the Placement by Non-Executive Chairman, Philip Crutchfield	☐	☐	☐
Resolution 3	Subsequent approval for the issue of the Initial Placement Shares	☐	☐	☐
Resolution 4	Subsequent approval for the issue of the VPC Securities	☐	☐	☐

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

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /