



1300SMILES LIMITED

ACN 094 508 166

ADDENDUM TO NOTICE OF GENERAL MEETING

This is an Addendum to the Notice of Meeting and Explanatory Memorandum dated 3 October 2016, relating to the Annual General Meeting of 1300SMILES Limited to be held at 1300SMILES Limited at 105 Denham Street, Townsville, Queensland 4810 on Thursday, 10 November 2016 at 10.00am (Townsville time)

Important note to shareholders

This document is an addendum (**Addendum**) to the Notice of Meeting and Explanatory Memorandum dated 3 October 2016 for the Annual General Meeting of 1300SMILES Limited ACN 094 508 166 (**Company**) to be held on 10 November 2016 (**Original Notice**).

This Addendum should be read in conjunction with, and forms part of, the Original Notice. The Addendum has the effect of including a new resolution 4.

There will be no change to the date and time of the Annual General Meeting.

Words that are defined in the Original Notice have the same meaning when used in this Addendum, unless otherwise specified.

Voting

Shareholders who wish to submit a proxy vote in relation to resolution 4 may do so by submitting the enclosed supplementary proxy form which includes resolution 4. The inclusion of resolution 4 does not affect the validity of the proxy form attached to the Original Notice or any proxy votes made and received under that original proxy form.

If the Company receives a supplementary proxy form from any Shareholder that has already submitted an original proxy form, the Company will invalidate the original proxy form and will replace it with the supplementary proxy form received from that Shareholder.

The Chairman of the meeting intends to vote all undirected proxies in favour of resolution 4.

A reminder that completed proxy forms must be received by the Share Registry at least 48 hours before the time for the holding of the meeting or any adjourned meeting.

Online Go to Computershare's website www.investorvote.com.au and login using the control number found on the front of your accompanying proxy form, or scan the QR code on the front of the accompanying proxy form with your mobile device and insert your postcode.

By mail Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001

By fax (within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555

An additional resolution is included as follows:

ORDINARY RESOLUTION

4. Appointment of Auditor

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

"That pursuant to and in accordance with section 327B(1) of the Corporations Act 2001 and for all other purposes, PKF Hacketts Audit, having been nominated by a Shareholder and having consented in writing to act in the capacity of auditor, be appointed as auditor of the Company on the terms and conditions in the Explanatory Memorandum."

EXPLANATORY STATEMENT

4. Resolution 4 – Appointment of Auditor

As previously announced to Shareholders, following a review of the Company's audit requirements, the Company's previous auditors resigned and the Board appointed PKF Hacketts Audit as auditors of the Company under s327C(1) of the Corporations Act, effective on and from 8 December 2015.

Under the Corporations Act, an auditor appointed under section 327C(1) of the Corporations Act will hold office until the company's next Annual General Meeting. Accordingly, the Company now seeks shareholder approval to appoint PKF Hacketts Audit as the Company's auditors.

In accordance with section 328B(1) of the Corporations Act, the Company has sought and obtained a nomination from a Shareholder for PKF Hacketts Audit to be appointed as the Company's auditor. A copy of this nomination is annexed to this Addendum.

PKF Hacketts Audit has given its written consent to act as the Company's auditor, subject to Shareholder approval.

If Resolution 4 is passed, the appointment of PKF Hacketts Audit as the Company's auditors will take effect from the close of the Annual General Meeting.

The directors unanimously recommend that shareholders vote in favour of resolution 4.

BY ORDER OF THE BOARD

Bryan Dulhunty
Company Secretary
21 October 2016

30 September 2016

Mr. Bryan Dulhunty
Company Secretary
1300SMILES Ltd
Ground Floor 105 Denham Street
Townsville QLD 4810

Dear Mr. Dulhunty

NOTICE OF NOMINATION OF AUDITOR

I, Robert Jones, a member of 1300SMILES Ltd (the Company), nominate PKF Hacketts Audit, for appointment as auditor of 1300SMILES Ltd.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Robert Jones', with a long horizontal flourish extending to the right.

Robert Jones



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
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For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

ONT
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Proxy Form

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Vote and view the annual report 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: 999999

SRN/HIN: I999999999

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 10:00am (Townsville time) Tuesday 8 November 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** ➔

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of 1300SMILES Limited 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 Annual General Meeting of 1300SMILES Limited to be held at 1300SMILES Limited, 105 Denham Street, Townsville, QLD 4810 on Thursday, 10 November 2016 at 10:00am (Townsville time) and at any adjournment or postponement of that Meeting.

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 exercise my/our proxy on **Item 2** (except where I/we have indicated a different voting intention below) even though **Item 2** is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Item 2** by marking the appropriate box in step 2 below.

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.

Ordinary Resolutions

1 Re-election of Mr Robert Jones as a Director (Chairman)

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

2 Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Special Resolution

3 Adoption of new constitution

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Ordinary Resolution

4 Appointment of Auditor

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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If the Company receives a supplementary proxy form from any Shareholder that has already submitted an original proxy form, the Company will invalidate the original proxy form and will replace it with the supplementary proxy form received from that Shareholder.

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 / / _____

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Computershare +