



ROBO 3D LIMITED
ACN 009 256 535

Notice of Annual General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Thursday, 30 November 2017

Time of Meeting:
9.00AM (AEDT)

Place of Meeting:
**Chartered Accountants Australia and New Zealand
Level 18 Bourke Place
600 Bourke Street
Melbourne Victoria 3000**

This Notice of Annual General Meeting and Explanatory Statement 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 advisor without delay

ROBO 3D LIMITED

ACN 009 256 535

Registered office: Level 4, 100 Albert Road, South Melbourne, Vic, 3205

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholder of Robo 3D Limited ("Robo" or the "Company") will be held at the offices of Chartered Accountants Australia and New Zealand, Level 18 Bourke Place, 600 Bourke Street, Melbourne Victoria 3000 at 9.00am (AEDT) on Thursday, 30 November 2017 ("Annual General Meeting" or "Meeting").

AGENDA

The Explanatory Statement and proxy form which accompany and form part of this Notice, describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the proxy form in their entirety. Terms and abbreviations used in this Notice and Explanatory Statement are defined in the Glossary.

ORDINARY BUSINESS

Receipt and consideration of Annual Report

To receive and consider the Annual Report of the Company for the year ended 30 June 2017, which includes the Financial Report, the Directors' Report and the Auditor's Report.

There is no requirement for shareholders to approve these reports. Accordingly no resolution will be put to shareholders on this item of business.

Resolution 1: Adoption of Remuneration Report

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

"That the Remuneration Report (included in the Directors' report) for the financial year ended 30 June 2017 be adopted as described in the Explanatory Statement."

Resolution 2: Re-election of Mr Braydon Moreno as a Director of the Company

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

"That Mr Braydon Moreno, who retires by rotation as a Director in accordance with Clause 13.2 of the Constitution of the Company, being eligible and offering himself for re-election, be re-elected as a Director of the Company."

Resolution 3: Ratification of Prior Issue of Shares

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

"That for the purposes of Listing Rule 7.4 and for all other purposes, shareholders approve, ratify and confirm the issue on 27 October 2017 of 4,409,583 Shares in the Company with an issue price of \$0.045 (4.5 cents) per Share as described in the Explanatory Statement."

Resolution 4: Ratification of Prior Issue of L1 Options to L1 Capital

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

"That for the purposes of Listing Rule 7.4 and for all other purposes, shareholders approve, ratify and confirm the issue on 27 October 2017 of 2,000,000 L1 Options, each exercisable at \$0.06 (6 cents) on or before 27 October 2019, to L1 Capital as described in the Explanatory Statement."

Resolution 5: Ratification of Prior Issue of Shares to Mr Randy Waynick

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

"That for the purposes of Listing Rule 7.4 and for all other purposes, shareholders approve, ratify and confirm the issue on 27 October 2017 of 4,000,000 Shares to Mr Randy Waynick as described in the Explanatory Statement."

Resolution 6: Increase in Aggregate Non-Executive Director Remuneration

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

"That for the purposes of Clause 13.8 of the Constitution, Listing Rule 10.17 and for all other purposes, the maximum aggregate annual Directors' fees payable to non-executive Directors, for the years from and including the year commencing 1 July 2017, be increased from \$100,000 to \$200,000 per annum."

Resolution 7: Approval to grant Options to Denlin Nominees

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

"That for the purposes of Listing Rule 7.1 and for all other purposes, shareholders approve the issue of 5,000,000 Lender Options each exercisable at \$0.075 on or before 30 June 2021, to Denlin Nominees (or its nominee) as described in the Explanatory Statement."

Resolution 8: Approval of issue of Shares to Mr Ryan Legudi in payment of remuneration owed

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

"That for the purposes of Listing Rule 10.11 and for all other purposes, shareholders approve the issue of 2,500,000 Shares to Mr Ryan Legudi (or his nominee) in payment of \$150,000 of remuneration owed to Mr Legudi as described in the Explanatory Statement."

Resolution 9: Approval of issue of Shares to Mr Tim Grice in payment of remuneration owed

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

"That for the purposes of Listing Rule 10.11 and for all other purposes, shareholders approve the issue of 1,500,000 Shares to Mr Tim Grice (or his nominee) in payment of \$90,000 of remuneration owed to Mr Grice as described in the Explanatory Statement."

SPECIAL BUSINESS

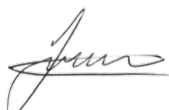
Resolution 10: Approval of 10% Placement Facility

To consider and, if thought fit, pass 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 the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement."

DATED this 30th day of October 2017 at Melbourne

By order of the Board



Justin Mouchacca
Company Secretary

Notes

1. **Entire Notice:** The details of the resolution contained in the Explanatory Statement accompanying this Notice of Meeting should be read together with, and form part of, this Notice of Meeting.
2. **Record Date:** The Company has determined that for the purposes of the Annual General Meeting, only those persons who are registered as Shareholders at 7.00pm (AEDT) on 28 November 2017 will be entitled to vote at the Annual General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.
3. **Proxies**
 - a. Votes at the Annual General Meeting may be given personally or by proxy, attorney or representative.
 - b. Each shareholder has a right to appoint one or two proxies. A proxy need not be a shareholder of the Company.
 - c. Where a shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion of number of votes each proxy is appointed to exercise.
 - d. If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes. If a shareholder appoints two proxies, neither proxy may vote on a show of hands.
 - e. A proxy must be signed by the shareholder or his or her attorney who has not received any notice of revocation of the authority. Proxies given by corporations must be signed in accordance with corporation's constitution and Corporations Act.
 - f. To be effective, proxy forms must be received by the Company's share registry (Advanced Share Registry Ltd) no later than 48 hours before the commencement of the Annual General Meeting, this is no later than 9.00am (AEDT) on 28 November 2017. Any proxy received after that time will not be valid for the scheduled meeting.

4. Corporate Representative

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting 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 and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

5. Voting Exclusion Statement:

Resolution 1

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by, or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report or a Closely Related Party of such member.

However, a person described above may cast a vote on this Resolution if the vote is not cast on behalf of a person described above and either the person does so as a proxy appointed in writing that specifies how the proxy is to vote on this Resolution or the person is the Chairman voting an undirected proxy which expressly authorises the Chairman to vote the proxy on a resolution connected with the remuneration of a member of the Key Management Personnel.

Resolution 2

There are no voting exclusions on this Resolution.

Resolutions 3, 4 and 5

The Company will disregard any votes cast on this resolution by any person who participated in the issue and any associates of those persons.

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.

Resolution 6

The Company will disregard any votes cast on Resolution 6 by a Director and any of their associates.

However, the Company need not disregard a vote on Resolution 6 if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

Resolution 7

The Company will disregard any votes cast on this resolution by Denlin Nominees and its nominee and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any associates of those persons.

Resolution 8

The Company will disregard any votes cast on this resolution by Mr Ryan Legudi and his nominee, and any associates of those persons.

Resolution 9

The Company will disregard any votes cast on this resolution by Mr Tim Grice and his nominee, and any associates of those persons.

Resolution 10

The Company will disregard any votes cast on Resolution 10 by any person who may participate in the proposed issue or any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, and any associate of such person.

6. Voting Prohibition by Proxy Holders

In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote on the basis of that appointment on Resolutions 1, 5, 6, 8 and 9 if the person is either a member of the Key Management Personnel of the Company or a Closely Related Party of such a member, and the appointment does not specify the way the proxy is to vote on Resolutions 1, 5, 6, 8 and 9.

However, the prohibition does not apply if the proxy is the Chair and the appointment expressly authorises the Chair to exercise the proxy even if Resolutions 1, 5, 6, 8 and 9 are connected directly or indirectly with remuneration of a member of the Key Management Personnel of the Company.

7. Enquiries

Shareholders are invited to contact the Company Secretary, Justin Mouchacca on (03) 9692 7222 if they have any queries in respect of the matters set out in these documents.

EXPLANATORY STATEMENT

Receipt and consideration of Annual Report

A copy of the Annual Report for the financial year ending 30 June 2017 (which incorporates the Company's Financial Report, Directors Report (including the Remuneration Report) and the Auditors Report) is available on the Company's website: www.rob3d.com or via the Company's announcement platform on ASX. Alternatively you may obtain a copy free of charge in hard copy form by contacting the Company by phone at (03) 9692 7222, and you may request that this occurs on a standing basis for future years. There is no requirement for Shareholders to approve the Annual Report.

Shareholders will be offered the following opportunities:

- (a) discuss the Annual Report for the financial year ended 30 June 2017;
- (b) ask questions about, or make comments on, the management of the Company;
- (c) ask questions about, or make comments on, the Remuneration Report;
- (d) ask the auditor questions about:
 - (i) the conduct of the audit;
 - (ii) the preparation and content of the Auditor's Report;
 - (iii) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
 - (iv) the independence of the auditor in relation to the conduct of the audit,

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about:

- (a) the content of the Auditor's Report;
- (b) the conduct of the audit of the Financial Report;

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

Resolution 1: Adoption of Remuneration Report

Background

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report must be put to the vote at the Annual General Meeting. The Remuneration Report is set out in the Directors' Report in the Company's 2017 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

Section 250R(3) of the Corporations Act provides that the vote on this Resolution is advisory only and does not bind the Directors or the Company. Of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report.

However, under sections 250U and 250Y of the Corporations Act, Shareholders have the opportunity to remove the Board if the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings ("**Two Strikes Rule**").

Under the Two Strikes Rule, where a resolution on the Remuneration Report receives a 'no' vote of 25% or more at two consecutive annual general meetings, the Company will be required to put to Shareholders at the second annual general meeting, a resolution on whether another meeting should be held (within 90 days) at which all Directors (other than the Managing Director) who were in office at the date of approval of the applicable Directors' Report must stand for re-election.

At the Company's 2016 Annual General Meeting the remuneration report was approved by over 75% of Shareholders present and voting.

In summary, if the Remuneration Report receives a 'no' vote of 25% or more at this Meeting, Shareholders should be aware that if there is a 'no' vote of 25% or more at the next annual general meeting the consequences are that all Directors (other than the Managing Director) may be up for re-election.

In accordance with Section 250SA of the Corporations Act 2001, Shareholders will be provided with a reasonable opportunity to ask questions concerning, or make comments on, the Remuneration Report at the Annual General Meeting.

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

Voting Exclusions

In accordance with section 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by, or on behalf of a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report or a Closely Related Party of such member.

However, a person described above may cast a vote on this Resolution if the vote is not cast on behalf of a person described above and either the person does so as a proxy appointed in writing that specifies how the proxy is to vote on this Resolution or the person is the Chairman voting an undirected proxy which expressly authorises the Chairman to vote the proxy on a resolution connected with the remuneration of a member of the Key Management Personnel.

Any undirected proxies held by Directors or other Key Management Personnel or their closely related parties for the purposes of Resolution 1 (excluding the Chairman) will not be voted on Resolution 1. Accordingly, if you intend to appoint a member of Key Management Personnel (other than the Chairman) as your proxy, please ensure that you direct them how to vote.

Resolution 2: Re-election of Mr Braydon Moreno as a Director of the Company

Background

Clause 13.2 of the Constitution of the Company requires that at every Annual General Meeting, at least one-third of the Directors (other than the Managing Director) shall retire from office and provides that such Directors are eligible for re-election at the meeting. Mr Braydon Moreno will retire by rotation and, being eligible, offers himself for re-election.

Mr Moreno is a San Diego State University (SDSU) graduate with a Bachelor of Science in Marketing and Entrepreneurship. He co-founded a watch company called SWAE Watches while at SDSU and was mentored by a number of business leaders in the action sports industry. Following SWAE, he started a service-based cell phone repair business in San Diego which he later sold to his business partner in 2013. Mr Moreno co-founded ROBO 3D in 2012, launching the company via a successful crowdfunding campaign on Kickstarter, raising approximately US\$650,000 in pre-orders. He was named in Dealerscope's "40 under 40" for consumer electronics in 2015.

Board Recommendation

The Board (with Mr Moreno abstaining) recommends that shareholders vote in favour of Resolution 2. The Chairman of the meeting intends to vote undirected proxies in favour of Mr Moreno's re-election.

Voting Exclusions

There are no voting exclusions on this Resolution.

Resolution 3: Ratification of Prior Issue of Shares

Background

The Company is seeking shareholder approval to ratify the issue of 4,409,583 Shares ("**Placement Shares**") at an issue price of \$0.045 per Share to professional and sophisticated investors to raise \$198,431 (before costs), as part of the Company's capital raising as announced on 17 October 2017.

The Company completed the issue of the Placement Shares on 27 October 2017. The Placement Shares were issued within the Company's 15% annual limit permitted under Listing Rule 7.1 without the need for Shareholder approval.

Listing Rule 7.1 provides that a company must not (subject to specified exceptions), without the approval of shareholders, issue or agree to issue during any 12 month period any equity securities, or other securities with rights to conversion to equity (such as an option), if the number of those securities exceeds 15% of the number of ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 provides that a company may reinstate its capacity to issue up to 15% of the ordinary securities on issue in a 12 month period if shareholders ratify the previous issue of securities and the issue did not breach Listing Rule 7.1. Accordingly, Resolution 3 seeks Shareholder approval for the ratification of the prior issue of the Placement Shares pursuant to Listing Rule 7.4. By ratifying the issue of the Placement Shares (and ratifying the other issues of Shares and Options the subject of this Notice), the Company's ability to issue securities within the 15% placement capacity under Listing Rule 7.1 during the next 12 months without obtaining prior Shareholder approval will be restored.

Resolution 3 is an ordinary resolution.

Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to Listing Rule 7.4:

- (a) the total number of Shares that were issued is 4,409,583;
- (b) the Shares were issued at a price of \$0.045 (4.5 cents) per share;
- (c) the Shares issued are fully paid ordinary shares in the capital of the Company and rank equally with the existing Shares on issue;
- (d) the Shares were issued to new professional and sophisticated investors none of whom are a related party of the Company;
- (e) the funds raised will be used for sales and marketing expenses and on-going working capital requirements; and
- (f) a voting exclusion statement is included in the Notice.

Board Recommendation

The Board recommends that shareholders vote in favour of the ratification of the prior issue of 4,409,583 fully paid ordinary shares to professional and sophisticated investors. The Chairman of the meeting intends to vote undirected proxies in favour of the prior share issue.

Voting Exclusions

The Company will disregard any votes cast on this resolution by any person who participated in the issue and any associates of those persons.

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.

Resolution 4: Ratification of Prior Issue of L1 Options to L1 Capital

Background

The Company is seeking shareholder approval to ratify the issue of 2,000,000 L1 Options, each exercisable at \$0.06 on or before 27 October 2019, to L1 Capital. The L1 Options were issued to L1 Capital on 27 October 2017 as an acknowledgement of the termination of the convertible note agreement between the Company and L1 Capital as announced on the ASX on 11 October 2017. The L1 Options were issued within the Company's 15% annual limit permitted under Listing Rule 7.1 without the need for Shareholder approval.

A summary of Listing Rules 7.1 and 7.4 are provided on page 8 of this Explanatory Statement.

Resolution 4 seeks Shareholder approval for the ratification of the prior issue of the L1 Options to L1 Capital pursuant to Listing Rule 7.4. By ratifying the issue of the L1 Options (and ratifying the other issues of Shares and Options the subject of this Notice), the Company's ability to issue securities within the 15% placement capacity under Listing Rule 7.1 during the next 12 months without obtaining prior Shareholder approval will be restored.

Resolution 4 is an ordinary resolution.

Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to Listing Rule 7.4:

- (a) the total number of L1 Options in the Company that were issued is 2,000,000;
- (b) the L1 Options are each exercisable at \$0.06 (6 cents) per Option on or before 27 October 2019 and otherwise have the terms and conditions as set out in Schedule 1. Shares issued upon exercise of the L1 Options will be fully paid ordinary shares in the capital of the Company and will rank equally with the existing Shares on issue;
- (c) the L1 Options were issued to L1 Capital which is not a related party of the Company;
- (d) the unlisted options were issued for nil cash consideration as part of an acknowledgment of the termination of the convertible note agreement between the Company and L1 Capital and accordingly, there were no funds raised from their issue. Any funds raised upon exercise of the L1 Options will be applied to the working capital requirements of the Company at the time of exercise; and
- (e) a voting exclusion statement is included in the Notice.

Board Recommendation

The Board unanimously recommends that the shareholders vote in favour of Resolution 4.

Voting Exclusions

The Company will disregard any votes cast on this resolution by any person who participated in the issue and any associates of those persons.

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.

Resolution 5: Ratification of Prior Issue of Shares to Mr Randy Waynick

Background

The Company and Mr Randy Waynick have entered into an employment agreement in relation to Mr Waynick's role as Chief Operating Officer of the Company. On 27 October 2017 the Company issued 4,000,000 Shares ("**Executive Shares**") to Mr Waynick as part of his remuneration package.

The Executive Shares were issued within the Company's 15% annual limit permitted under Listing Rule 7.1 without the need for Shareholder approval

A summary of Listing Rules 7.1 and 7.4 are provided on page 8 of this Explanatory Statement.

Resolution 5 seeks shareholder approval for the ratification the prior issue of the Executive Shares pursuant to Listing Rule 7.4. By ratifying the issue of the Executive Shares (and approving or ratifying the other issues of Shares and Options the subject of this Notice), the Company's ability to issue securities within the 15% placement capacity under Listing Rule 7.1 during the next 12 months without obtaining prior Shareholder approval will be restored.

Resolution 5 is an ordinary resolution.

Listing Rule 7.5 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to Listing Rule 7.4:

- (a) the total number of Shares that were issued is 4,000,000;
- (b) the Shares were issued for nil cash consideration as part of Mr Waynick remuneration package;
- (c) the Shares issued are fully paid ordinary shares in the capital of the Company and rank equally with the existing Shares on issue;

- (d) the Shares were issued to Mr Waynick who is not a related party of the Company; and
- (e) a voting exclusion statement is included in the Notice.

Board Recommendation

The Board unanimously recommends that the shareholders vote in favour of Resolution 5.

Voting Exclusions

The Company will disregard any votes cast on this resolution by any person who participated in the issue and any associates of those persons.

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.

Resolution 6: Increase in Aggregate Non-Executive Director Remuneration

Shareholder approval is sought to increase the maximum aggregate fees paid to non-executive Directors ("**Maximum Non-Exec Fees**") from \$100,000 to \$200,000 per annum. Shareholder approval is sought under Rule 13.8 of the Constitution and Listing Rule 10.17.

The Board considers it appropriate to increase the Maximum Non-Exec Fees, to take account of:

- the Board potentially appointing additional non-executive Directors to provide additional skills and expertise in the future;
- the need to enable incremental increases in non-executive Director remuneration as required over time; and
- the need for appropriate succession planning.

It is imperative that the Company remains able in the future to attract and retain non-executive Directors with the appropriate experience, expertise, skills and diversity to oversee the Company's business and strategic direction. Increased Maximum Non-Exec Fees will assist to achieve this and will also provide the Company with sufficient flexibility to make appropriate appointments to the Board if suitable candidates are identified.

Shareholders should also note that, if the proposed new Maximum Non-Exec Fees is approved, it will not necessarily represent the full sum paid to non-executive Directors each financial year. The Company will in future continue to set the actual level of remuneration of its non-executive Directors within the Maximum Non-Exec Fees, having regard to independent external advice, market practice, Board performance and other appropriate factors.

The remuneration of each non-executive Director for the financial year ended 30 June 2017 is detailed in the Annual Report.

As required by Listing Rule 10.17, there were no securities issued to the Company's non-executive Directors under Listing Rule 10.11 or 10.14 within the preceding three years.

Resolution 6 is an ordinary resolution and a voting exclusion statement is included in the Notice.

Board Recommendation

Given their interest in the outcome of this resolution, the Board does not make any recommendation on how Shareholders vote in respect of Resolution 6.

Voting Exclusions

The Company will disregard any votes cast on Resolution 6 by any Director and any of their associates.

However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or by the Chairman of the meeting as proxy for a person who is entitled to vote and does not specify the way the proxy is to vote.

Further, a member of the Key Management Personnel and their closely related parties who are appointed proxy will not vote on this resolution unless the appointment specifies the way the proxy is to vote on the resolution or the proxy is the Chairman and the appointment expressly authorises the Chairman to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Resolution 7: Approval to grant Options to Denlin Nominees

Background

As announced to ASX on 19 June 2017, the Company and Denlin Nominees have entered into a term sheet for an unsecured trade finance facility (**Term Sheet**), pursuant to which Denlin Nominees has loaned \$750,000 to the Company (**Trade Finance Facility**). Under the Term Sheet, Denlin Nominees has the right to elect to convert the Trade Finance Facility into a secured term loan (**Term Loan**). It is proposed that Denlin Nominees will elect to convert the Trade Finance Facility into the Term Loan subject to the ASX granting the Company a waiver from ASX Listing Rule 10.1 to the extent necessary to permit the Company to grant security to the Lender for the Term Loan without obtaining Shareholder approval. The Company is in the process of seeking this waiver. The parties have agreed that Denlin Nominees will receive 5,000,000 Lender Options each exercisable at \$0.075 on or before 30 June 2021 as an establishment fee for the Term Loan. If the ASX does not grant the Company a waiver from ASX Listing Rule 10.1 to the extent necessary to permit the Company to grant security to the Lender for the Term Loan without obtaining Shareholder approval, then the Trade Finance Facility will not be converted into the Term Loan and the Company will withdraw this Resolution prior to the Meeting.

A summary of Listing Rule 7.1 is provided on page 8 of this Explanatory Statement.

The effect of Shareholders passing Resolution 7 will be to allow the Company to issue the Lender Options to Denlin Nominees (or its nominee) during the period of three months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

Resolution 7 is an ordinary resolution.

Listing Rule 7.3 requires that the following information be provided to shareholders for the purpose of obtaining shareholder approval pursuant to Listing Rule 7.1:

- (a) the maximum number of Lender Options to be issued is 5,000,000;
- (b) the Lender Options will be issued no later than three months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules) and it is intended that all of the Lender Options will be issued on the same date.
- (c) the Lender Options are each exercisable at \$0.075 (7.5 cents) per Option on or before 20 June 2021 and otherwise have the terms and conditions as set out in Schedule 2. Shares issued upon exercise of the Lender Options will be fully paid ordinary shares in the capital of the Company and will rank equally with the existing Shares on issue;
- (d) the Lender Options will be issued to Denlin Nominees (or its nominee) which is not a related party of the Company;
- (e) the Lender Options will be issued for nil cash consideration as an establishment fee for the Term Loan and accordingly, there will be no funds raised from their issue. Any funds raised upon exercise of the Lender Options will be applied to the working capital requirements of the Company at the time of exercise; and
- (f) a voting exclusion statement is included in the Notice.

Board Recommendation

The Board unanimously recommends that the shareholders vote in favour of Resolution 7.

Voting Exclusions

The Company will disregard any votes cast on this resolution by Denlin Nominees and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any associates of those persons.

However, the Company 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.

Resolutions 8 and 9: Approval of issue of Shares to Directors in payment of remuneration owed

Background

The Company proposes to grant a total of 4,000,000 Shares (**Director Shares**) to Directors, Mr Ryan Legudi and Mr Tim Grice (or their nominees) (**Participating Directors**), for nil cash consideration in payment of an aggregate of \$240,000 of remuneration owed to the Participating Directors as follows:

Name	Remuneration owed	Number of Shares¹
Ryan Legudi	\$150,000	2,500,000
Tim Grice	\$90,000	1,500,000

¹ The Company has determined the number of Share to be issued to the Participating Directors based on the terms of the placement of 6,666,667 Shares at an issue price of \$0.06 each completed on 15 September 2017.

Shareholder approval is required under Listing Rule 10.11 to issue the Director Shares to the Participating Directors because the Participating Directors are related parties of the Company.

If approval for the issue of the Director Shares is given under Listing Rule 10.11, Shareholder approval is not required under Listing Rule 7.1. Shareholder approval of the issue of the Director Shares to the Participating Directors pursuant to Listing Rule 10.11 means that these issues will not reduce the Company's 15% placement capacity under Listing Rule 7.1.

Resolutions 8 and 9 are ordinary resolutions.

Listing Rule 10.13 requires that the following information be provide to shareholders for the purpose of obtaining shareholder approval pursuant to Listing Rule 10.11:

- (a) the Director Shares will be issued to the Participating Directors, Mr Ryan Legudi and Mr Tim Grice, or their nominees;
- (b) the maximum number of Shares the Company can issue to each of the Participating Directors and/or their nominees under Resolutions 8 and 9 is as follows:
 - a. Mr Ryan Legudi – 2,500,000 Shares; and
 - b. Mr Tim Grice – 1,500,000 Shares.
- (c) the Company will issue the Director Shares to the Participating Directors or their nominees no later than one month after the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (d) the Director Shares will be issued for nil consideration in payment \$240,000 of remuneration owed to the Participating Directors as set out in the table above and accordingly no funds will be raised from the issue of the Director Shares;
- (e) the Director Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the existing Shares on issue;
- (f) as Shareholder approval is sought under Listing Rule 10.11, approval under Listing Rule 7.1 is not required; and
- (g) a voting exclusion statement is included in the Notice.

Board Recommendation

The Board (other than Mr Ryan Legudi and Mr Tim Grice) recommend that the Shareholders vote in favour of Resolutions 8 and 9.

Voting Exclusions

The Company will disregard any votes cast on:

- (a) Resolution 8 by Ryan Legudi and his nominee, and any associates of those persons; and
- (b) Resolution 9 by Tim Grice and his nominee, and any associates of those persons

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.

Resolution 10: Approval of 10% Placement Facility

Background

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the Annual General Meeting ("10% Placement Facility"). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

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

The Company is seeking shareholder approval by way of a special resolution to have the ability, if required, to issue Equity Securities under the 10% Placement Facility. The effect of Resolution 10 will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

If Shareholders approve Resolution 10, the number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (see below).

Resolution 10 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Board Recommendation

The Board unanimously recommends that Shareholders vote in favour of Resolution 10.

Voting Exclusions

The Company will disregard any votes cast on Resolution 10 by any person who may participate in the proposed issue or any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, and any associate of such person.

However, the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or by the Chairman of the meeting as proxy for a person who is entitled to vote and does not specify the way the proxy is to vote.

Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an Annual General Meeting. This means it requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

The Company, as at the date of the Notice, has on issue one class of quoted Equity Securities, being Shares (ASX: RBO).

(c) *Formula for calculating 10% Placement Facility*

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

(A x D)–E

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

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

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

D is 10%

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

(d) *Listing Rule 7.1 and Listing Rule 7.1A*

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

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (as set out above).

(e) *Minimum Issue Price*

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

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

(f) *10% Placement Period*

Shares may be issued under the 10% Placement Facility under Listing Rule 7.1A during the period from the date of the Meeting until the earlier to occur of:

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

(10% Placement Period).

Listing Rule 7.1A

The effect of Resolution 10 will be to allow the Directors to issue Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 10 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in that class were recorded immediately before:
- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 10 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. Shareholders may be exposed to economic risk and voting dilution, including the following:
- (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset,

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

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:

- 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
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.025 50% decrease in Issue Price	\$0.05 Issue Price	\$0.10 100% increase in Issue Price
Current Variable A 267,297,577 Shares	10% Voting Dilution	26,729,758 Shares		
	Funds raised	\$668,244	\$1,336,488	\$2,672,976

50% increase in current Variable A 400,946,366 Shares	10% Voting Dilution	40,094,637 Shares		
	Funds raised	\$1,002,366	\$2,004,732	\$4,009,464
100% increase in current Variable A 534,595,154 Shares	10% Voting Dilution	53,459,515 Shares		
	Funds raised	\$1,336,488	\$2,672,976	\$5,345,952

The table has been prepared on the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - No Options are exercised into Shares before the date of the issue of the Equity Securities;
 - The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
 - 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.
 - The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
 - The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
 - The issue price is **\$0.05** (5 cents), being the closing price of the Shares on ASX on **18 October 2017**.
- (c) The Company will only issue Equity Securities during the 10% Placement Period. The approval under Resolution 10 for the issue of the Equity Securities pursuant to the 10% Placement Capacity will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities or Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may issue the Equity Securities under the 10% Placement Facility for the following purposes:
- (i) non-cash consideration for the acquisition of the 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; or
 - (ii) cash consideration. In such circumstances, the Company intends to use the funds raised towards an acquisition of new assets or investments (including expense associated with such acquisition) and continued expenditure on the Company's current assets and/or general working capital.

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

- (e) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the recipients of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
 - (ii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iii) the financial situation and solvency of the Company; and
 - (iv) advice from corporate, financial and broking advisers (if applicable).

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

- (f) A voting exclusion statement is included in the Notice. At the date of this Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

Additional Disclosure under Listing Rule 7.3A

Information under Listing Rule 7.3.A.6(a)

The table below shows the total number of equity securities issued since the Company's re-compliance with Chapters 1 and 2 of the Listing Rules and reinstatement to official quotation on 22 December 2016 (**Re-compliance Date**) and the percentages those issues represent of the total number of equity securities on issue at the Re-compliance Date.

Equity securities at the Re-compliance Date	238,403,133
Equity securities issued since the Re-compliance Date	32,459,583
Percentage previous issues represent of total number of equity securities on issue at the Re-compliance Date	13.62%

*For full details of the issues of equity securities made by the Company since the Re-compliance Date, see Appendix 1. Included in this Appendix is a summary of the amount of funds raised as a result of the capital raisings during that period.

Appendix 1

CASH ISSUES

Date	Number of Securities	Security Type	Terms	Description	Party or Basis	Issue Price	Discount to the Market Price	Total Consideration	Use of Consideration
27/06/2017	13,333,333	FPO	FPO	Issue of Shares	Professional and sophisticated Investors	\$0.06	Nil	\$800,000	The funds raised will be used for sales and marketing expenses and on-going working capital requirements.
15/09/2017	6,666,667	FPO	FPO	Issue of Shares	Professional and sophisticated Investors	\$0.06	Nil	\$400,000	The funds raised will be used for sales and marketing expenses and on-going working capital requirements.
27/10/2017	4,409,583	FPO	FPO	Issue of Shares	Professional and sophisticated investors	\$0.045	18.18%	\$198,431	The funds raised will be used for sales and marketing expenses and on-going working capital requirements.
Total								\$1,398,431	

NON-CASH ISSUES

Date	Number of Securities	Security Type	Terms	Description	Party or Basis	Issue Price	Discount to the Market Price	Total Consideration	Use of Consideration
27/06/2017	550,000	FPO	FPO	Issue of Shares	S3 Consortium Pty Ltd	Nil	Nil	Current value: \$27,500	N/A
27/06/2017	500,000	UO	Note 1	Issue of Options	Issued to Trade Finance Facility lender, Denlin Nominees as part of the fee for the Trade Finance Facility	Nil	Nil	Current value: \$19,048	Any funds raised upon exercise of the Options will be applied to the working capital requirements of the Company at the time of exercise.
08/08/2017	500,000	UO	Note 2	Issue of Options	Issued to Trade Finance Facility lender, Denlin Nominees as part of the fee for the Trade Finance Facility	Nil	Nil	Current value: \$23,426	Any funds raised upon exercise of the Options will be applied to the working capital requirements of the Company at the time of exercise.
24/08/2017	500,000	UO	Note 3	Issue of Options	Issued to Trade Finance Facility lender, Denlin Nominees as part of the fee for the Trade Finance Facility	Nil	Nil	Current value: \$23,426	Any funds raised upon exercise of the Options will be applied to the working capital requirements of the Company at the time of exercise.
27/10/2017	2,000,000	UO	Note 4	Issue of Options	Issued to L1 Capital as an acknowledgement of the termination of the convertible note agreement between the Company and L1 Capital as announced on the ASX on 11 October 2017	Nil	Nil	Current value: \$63,441	Any funds raised upon exercise of the Options will be applied to the working capital requirements of the Company at the time of exercise.
27/10/2017	4,000,000	FPO	FPO	Issue of Shares	Issued to Mr Randy Waynick, Chief Operating Officer of the Company as part of his remuneration package.	Nil	Nil	Current value: \$200,000	N/A
Total								\$356,841	

Glossary

Current Value Shares have been valued based on the Market Price. Options have been valued using the Black & Scholes option pricing model (measurement inputs include the Share price on the measurement date, the exercise price, the term of the Option, the expected volatility of the underlying Share (based on weighted average historic volatility adjusted for changes expected due to publicly available information), the expected dividend yield, the risk-free interest rate for the term of the Option).

FPO Fully Paid Ordinary Shares

FPOE Fully Paid Ordinary Shares – Escrowed to 24 months

Market Price Means the trading price of FPO on the day prior to the date of issue

Total

Consideration If issued for cash – means the total consideration. If issued for non-cash consideration – the Current Value of the consideration.

UO Unquoted Options

Notes

Note 1 Exercisable at \$0.10 (10 cents) expiring on 27 June 2021

Note 2 Exercisable at \$0.10 (10 cents) expiring on 8 August 2021

Note 3 Exercisable at \$0.10 (10 cents) expiring on 24 August 2021

Note 4 Exercisable at \$0.06 (6 cents) expiring 27 October 2019

GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

“\$” means Australian Dollars;

“**10% Placement Facility**” has the meaning as defined in the Explanatory Statement for Resolution 10;

“**10% Placement Period Facility**” has the meaning as defined in the Explanatory Statement for Resolution 10;

“**Annual Report**” means the Directors’ Report, the Financial Report, and Auditor’s Report, in respect to the year ended 30 June 2017;

“**ASX**” means ASX Limited ABN 98 008 624 691 or the Australian Securities Exchange, as the context requires;

“**ASX Settlement Operating Rules**” means the rules of ASX Settlement Pty Ltd which apply while the Company is an issuer of CHESS approved securities;

“**Auditor’s Report**” means the auditor’s report on the Financial Report;

“**AEDT**” means Australian Eastern Daylight Time;

“**Board**” means the Directors acting as the board of Directors of the Company;

“**Chairman**” means the person appointed to chair the Meeting of the Company convened by the Notice;

“**CHESS**” has the meaning in Section 2 of the ASX Settlement Operating Rules;

“**Closely Related Party**” has the meaning given in section 9 of the Corporations Act;

“**Company**” means Robo 3D Limited ABN 009 256 535;

“**Constitution**” means the constitution of the Company as at the date of the Meeting;

“**Corporations Act**” means the Corporations Act 2001 (Cth);

“**Denlin Nominees**” means Denlin Nominees Pty Ltd ACN 008 905 940;

“**Director**” means a Director of the Company;

“**Directors Report**” means the annual directors’ report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Equity Security**” has the same meaning as in the Listing Rules;

“**Explanatory Statement**” means the explanatory statement which forms part of the Notice;

“**Financial Report**” means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities;

“**Key Management Personnel**” means persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

“**L1 Capital**” means L1 Capital Global Opportunities Master Fund;

“**L1 Option**” means an Option exercisable at \$0.06 on or before 27 October 2019 and otherwise with the terms and conditions in Schedule 1;

“**Lender Option**” means an Option exercisable at \$0.075 on or before 30 June 2021 and otherwise with the terms and conditions in Schedule 2;

“**Listing Rules**” means the Listing Rules of the ASX;

“**Meeting**” has the meaning given in the introductory paragraph of the Notice;

“**Notice**” means this notice of meeting;

“**Option**” means an option to acquire a Share;

“**Proxy Form**” means the proxy form attached to the Notice;

“**Remuneration Report**” means the remuneration report which forms part of the Directors’ Report of Robo 3D Limited for the financial year ended 30 June 2017 and which is set out in the 2017 Annual Report;

“**Resolution**” means a resolution referred to in the Notice;

“**Schedule**” means schedule to the Notice;

“**Section**” means a section of the Explanatory Statement;

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

“**Shareholder**” means shareholder of the Company;

“**Trading Day**” means a day determined by ASX to be a trading day in accordance with the Listing Rules; and

“**VWAP**” means volume weighted average price.

Schedule 1 – Terms and Conditions of L1 Options

1. Entitlement

Each Option (**Option**) entitles the holder to subscribe for one Share upon exercise of the Option.

2. Exercise Price and Expiry Date

The Options have an exercise price of \$0.06 (**Exercise Price**) and an expiry date two (2) years from the date of grant (**Expiry Date**).

3. Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date.

4. Notice of Exercise

The Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised. Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.

5. Shares issued on exercise

Shares issued on exercise of the Options will rank equally with the then shares of the Company.

6. Quotation of Shares on exercise

Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

7. Timing of issue of Shares

After an Option is validly exercised, the Company must, within, 15 Business Days of the notice of exercise and receipt of cleared funds equal to the sum payable on the exercise of the Option:

- (a) issue the Share; and
- (b) do all such acts, matters and things to obtain the grant of official quotation of the Share on ASX no later than 5 Business Days after issuing the Shares.

8. Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will give holders of the Options notice of the proposed issue prior to the date for determining entitlements to participate in any such issue.

9. Adjustment for bonus issues of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and
- (b) no change will be made to the Exercise Price.

10. Adjustment for entitlement issue

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price of an Option will be reduced according to the following formula:

$$\text{New exercise price} = O - \frac{E[P-(S+D)]}{N+1}$$

O = the old Exercise Price of the Option.

E = the number of underlying Shares into which one Option is exercisable.

P = average market price per Share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date.

S = the subscription price of a Share under the pro rata issue.

D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).

N = the number of Shares with rights or entitlements that must be held to receive a right to one Share.

11. Adjustments for reorganisation

If there is any reconstruction of the issued share capital of the Company, the rights of the Optionholders may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

12. Options not quoted

The Company will not apply to ASX for quotation of the Options.

13. Options transferable

The Options are transferable.

14. Lodgement Instructions

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for shares on exercise of the Options with the appropriate remittance should be lodged at the Company's share registry.

Schedule 2 – Terms and Conditions of Lender Options

1. Entitlement

Each Option (**Option**) entitles the holder to subscribe for one Share upon exercise of the Option.

2. Exercise Price and Expiry Date

The Options have an exercise price of \$0.075 (**Exercise Price**) and an expiry date of 30 June 2021 (**Expiry Date**).

3. Exercise Period

The Options are exercisable at any time on or prior to the Expiry Date.

4. Notice of Exercise

The Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised. Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.

5. Shares issued on exercise

Shares issued on exercise of the Options will rank equally with the then shares of the Company.

6. Quotation of Shares on exercise

Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of the Options.

7. Timing of issue of Shares

After an Option is validly exercised, the Company must, within, 15 Business Days of the notice of exercise and receipt of cleared funds equal to the sum payable on the exercise of the Option:

- (a) issue the Share; and
- (b) do all such acts, matters and things to obtain the grant of official quotation of the Share on ASX no later than 5 Business Days after issuing the Shares.

8. Participation in new issues

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will give holders of the Options notice of the proposed issue prior to the date for determining entitlements to participate in any such issue.

9. Adjustment for bonus issues of Shares

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- (a) the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Optionholder would have received if the Optionholder had exercised the Option before the record date for the bonus issue; and
- (b) no change will be made to the Exercise Price.

10. Adjustment for entitlement issue

If the Company makes an issue of Shares pro rata to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment) the Exercise Price of an Option will be reduced according to the following formula:

$$\text{New exercise price} = O - \frac{E[P-(S+D)]}{N+1}$$

O = the old Exercise Price of the Option.

E = the number of underlying Shares into which one Option is exercisable.

P = average market price per Share weighted by reference to volume of the underlying Shares during the 5 trading days ending on the day before the ex rights date or ex entitlements date.

S = the subscription price of a Share under the pro rata issue.

D = the dividend due but not yet paid on the existing underlying Shares (except those to be issued under the pro rata issue).

N = the number of Shares with rights or entitlements that must be held to receive a right to one Share.

11. Adjustments for reorganisation

If there is any reconstruction of the issued share capital of the Company, the rights of the Optionholders may be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

12. Options not quoted

The Company will not apply to ASX for quotation of the Options.

13. Options transferable

The Options are transferable.

14. Lodgement Instructions

Cheques shall be in Australian currency made payable to the Company and crossed "Not Negotiable". The application for shares on exercise of the Options with the appropriate remittance should be lodged at the Company's share registry.



LODGE YOUR PROXY APPOINTMENT ONLINE



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

2017 ANNUAL GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Robo 3D Limited and entitled to attend and vote hereby:

STEP 1

APPOINT A PROXY

The Chairman of the meeting

OR



PLEASE NOTE: If you leave the section blank, the Chairman of the Meeting will be your proxy.

If no individual(s) or body corporate(s) is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including 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 the Company to be held at **Chartered Accountants Australia and New Zealand, Level 18 Bourke Place, 600 Bourke Street, Melbourne Victoria 3000 on Thursday, 30 November 2017 at 9.00AM (AEDT)** 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 1 (except where I/we have indicated a different voting intention below) even though this Item is connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chairman. The Chairman of the Meeting intends to vote all undirected proxies available to them in favour of each Item of Business.

STEP 2

VOTING DIRECTIONS

Agenda Items

		For	Against	Abstain*		For	Against	Abstain*	
1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6	Increase in Aggregate Non-Executive Director Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of Mr Braydon Moreno as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7	Approval to grant Options to Denlin Nominees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Ratification of Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8	Approval of issue of Shares to Mr Ryan Legudi in payment of remuneration owed	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Ratification of Prior Issue of L1 Options to L1 Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9	Approval of issue of Shares to Mr Tim Grice in payment of remuneration owed	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Ratification of Prior Issue of Shares to Mr Randy Waynick	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



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

STEP 3

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, all the shareholders should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

Email Address

Please tick here to agree to receive communications sent by the company via email. This may include meeting notifications, dividend remittance, and selected announcements.

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**

CHANGE OF ADDRESS

Your address as it appears on Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes.

APPOINTMENT OF A PROXY

If you wish to appoint the Chairman as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman, please write that person's name in the box in Step 1. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman will be your proxy.

DEFAULT TO THE CHAIRMAN OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not vote on a poll in accordance with your directions or does not attend the Meeting, then the proxy appointment will automatically default to the Chairman of the Meeting, who is required to vote the proxies as directed.

VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as they choose to the extent they are able. If you mark more than one box on an item, your vote on that item will be invalid.

PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chairman) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Item 1, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Item 1.

PLEASE NOTE: If you appoint the Chairman as your proxy (or if they are appointed by default) but do not direct them how to vote on an item (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that item), you will be expressly authorising the Chairman to vote as they see fit on that item.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- On each Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- Return both forms together.

CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

SIGNING INSTRUCTIONS ON THE PROXY FORM

Individual:

Where the holding is in one name, the security holder must sign.

Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or 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 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.

LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 9.00AM (AEDT) on 28 November 2017, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled meeting.



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



BY MAIL

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009; or
PO Box 1156, Nedlands WA 6909



BY FAX

+61 8 9262 3723



BY EMAIL

admin@advancedshare.com.au



IN PERSON

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033