



Credible Labs Inc.
ARBN: 621 866 813
101 Green St, Floor 2
San Francisco CA 94111

CREDIBLE LABS INC.
(ASX: CRD)

ASX ANNOUNCEMENT
9 April 2018

NOTICE OF ANNUAL GENERAL MEETING

Credible Labs Inc. (ASX: CRD) ("**Credible**" or the "**Company**") is pleased to advise the dispatch of the attached Notice of Annual Meeting and Proxy Statement to all Shareholders of the Company (both holders of common stock and CDIs) for its meeting to be held on 2:00 pm Tuesday, 24 April 2018 (Sydney time) (9:00 pm, Monday, 23 April 2018 San Francisco time).

A sample CDI Voting Instruction Form is attached with this Notice of Annual Meeting.

FOR MORE INFORMATION, PLEASE CONTACT:

Investors

Richard Chan
investors@credible.com
+1 (415) 570 9488

ASX Representative

Naomi Dolmatoff
Naomi.Dolmatoff@company matters.com.au
+61 2 8280 7355

ABOUT CREDIBLE

Credible is a U.S. company based in San Francisco which operates a consumer finance Marketplace that helps consumers save money and make better financial decisions. Credible has developed a proprietary technology platform that is integrated with credit bureaus and financial institutions. Credible has developed a differentiated, and personalised user experience that enables consumers to compare instant, accurate pre-qualified rates from multiple financial institutions, select a product and financial institution of choice, and then receive a binding offer for the selected student loan product. Credible also offers consumers the ability to access instant, accurate pre-qualified rates for personal loans and compare credit card products.

For more information, please visit: www.credible.com.



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Foreign ownership restrictions

*Credible's CHES Depositary Interests ("**CDIs**") are issued in reliance on the exemption from registration contained in Regulation S of the U.S. Securities Act of 1933 ("**Securities Act**") for offers of securities which are made outside the U.S. Accordingly, the CDIs have not been, and will not be, registered under the Securities Act or the laws of any state or other jurisdiction in the U.S. As a result of relying on the Regulation S exemption, the CDIs are "restricted securities" under Rule 144 of the Securities Act. This means that you are unable to sell the CDIs into the U.S. or to a U.S. person for the foreseeable future except in very limited circumstances after the end of the restricted period, unless the re-sale of the CDIs is registered under the Securities Act or an exemption is available. To enforce the above transfer restrictions, all CDIs issued bear a "FOR U.S." designation on the Australian Securities Exchange ("**ASX**"). This designation restricts any CDIs from being sold on ASX to U.S. persons. However, you are still able to freely transfer your CDIs on ASX to any person other than a U.S. person. In addition, hedging transactions with regard to the CDIs may only be conducted in accordance with the Securities Act.*



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Dear Shareholder,

On behalf of the Directors of Credible Labs Inc. (**Credible**), I am pleased to invite you to attend the 2018 Annual General Meeting (**AGM**) of Credible. Enclosed is the Notice of Meeting setting out the business of the AGM.

Credible's 2018 AGM will be held on Tuesday, 24 April 2018 commencing at 2.00 pm (Sydney time) at the offices of DLA Piper Sydney at Level 22, No. 1 Martin Place, Sydney, New South Wales, Australia (9.00 pm Monday, 23 April 2018 (San Francisco time)).

The matters to be considered and voted on at the AGM are described in the accompanying Notice of 2018 Annual Meeting of Shareholders (**Notice of Annual Meeting**) and Proxy Statement. Following the formal business of the AGM, the Chairman/Chief Executive Officer will provide Shareholders with an update on our business and answer Shareholder questions.

All Shareholders are invited to attend the AGM in person. Whether or not you expect to attend the AGM, please submit your Proxy Card or CDI Voting Instruction Form as soon as possible so that your applicable Shares/CDIs can be voted at the AGM. For specific instructions on voting, please refer to the instructions in the Notice of Annual Meeting and the Proxy Card or CDI Voting Instruction Form, as applicable. If you hold your Shares or CDIs through an account with a brokerage firm, bank, or other nominee, please follow the instructions you receive from them to vote your Shares or CDIs.

Credible will set up a telephone or webcast link to the AGM so that Shareholders can listen to the live meeting, the details of which will be lodged with the ASX prior to the meeting. Whilst Shareholders can listen to the meeting, they will not be able to vote via the webcast, telephone or ask questions via this forum. If you have a specific question that you would like to submit to the Chairman of the meeting, please send your question to be delivered to Company Matters Level 12, 680 George Street, Sydney NSW 2000 (PO Box 20547, World Square NSW 2002) Attention: Naomi Dolmatoff no later than 2.00 pm Tuesday, 17 April 2018 (Sydney time) (9.00 pm Monday, 16 April 2018 (San Francisco time)).

Following the conclusion of the AGM, you are welcome to join the Board and Management for light refreshments.

Thank you for your continued support of Credible and I look forward to your attendance and the opportunity to meet with you.

Yours faithfully,

Ron Suber
Chairman



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All capitalised terms used in the Notice of Annual Meeting, Proxy Statement or CDI Voting Instruction Form and not otherwise defined shall have the meaning ascribed in the Company's Annual Report, dated 28 March 2018.

**NOTICE OF
2018 ANNUAL MEETING OF SHAREHOLDERS**

To be held on
23 April 2018 (U.S.)
24 April 2018 (Australia)

The 2018 Annual General Meeting (the “AGM” or the “Annual Meeting”) of Shareholders of Credible Labs Inc. (“Credible” or the “Company”) will be held on Tuesday, 24 April 2018 at 2.00pm (Sydney time) at the offices of DLA Piper Sydney at Level 22, No. 1 Martin Place, Sydney, New South Wales, Australia (9.00 pm Monday, 23 April 2018 (San Francisco time) for the following purposes:

1. Re-Election of Dean Dorrell as a Director

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

“That Dean Dorrell who retires in accordance with clause 3.3 of the Company's Bylaws and, being eligible for re-election, is hereby re-elected as a Director of the Company.”

The Board of Directors recommends that our Shareholders vote “FOR” on this Item 1 except for Dean Dorrell who abstains from making a recommendation on Item 1 due to his personal interest in this proposal.

2. Re-Election of Ronald Suber as a Director

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

“That Ronald Suber who retires in accordance with clause 3.3 of the Company's Bylaws and, being eligible for re-election, is hereby re-elected as a Director of the Company.”

The Board of Directors recommends that our Shareholders vote “FOR” on this Item 2 except for Ronald Suber who abstains from making a recommendation on Item 2 due to his personal interest in this proposal.

3. Re-Election of Ray Yang as a Director

“That Ray Yang who retires in accordance with clause 3.3 of the Company's Bylaws and, being eligible for re-election, is hereby re-elected as a Director of the Company.”

The Board of Directors recommends that our Shareholders vote “FOR” on this Item 3 except for Ray Yang who abstains from making a recommendation on Item 3 due to his personal interest in this proposal.

4. Re-Election of Annabelle Chaplain as a Director

“That Annabelle Chaplain who retires in accordance with clause 3.3 of the Company's Bylaws and, being eligible for re-election, is hereby re-elected as a Director of the Company.”

The Board of Directors recommends that our Shareholders vote “FOR” on this Item 4 except for Annabelle Chaplain who abstains from making a recommendation on Item 4 due to his personal interest in this proposal.

5. Re-election of Stephen Dash as a Director

“That Stephen Dash who retires in accordance with clause 3.3 of the Company's Bylaws and, being eligible for re-election, is hereby re-elected as a Director of the Company.”

The Board of Directors recommends that our Shareholders vote “FOR” on this Item 5 except for Stephen Dash who abstains from making a recommendation on Item 5 due to his personal interest in this proposal.

Record Date and Voting Rights

Shareholders may vote at the Annual Meeting if they are a Shareholder of record, hold CHES Depository Interests (“CDIs”), or are a beneficial owner of Shares or CDIs held in Street Name (as defined below) on Friday, 13 April 2018 at 9.00 pm San Francisco time, Saturday, 14 April 2018 at 2.00 pm Sydney time (the “Record Date”). Section 2.11 of the Company’s Bylaws provides that the Record Date must not be more than 60 and not less than ten (10) days before the date of the Annual Meeting.

Holders of CDIs at the close of business on the Record Date are entitled to receive notice of the Annual Meeting and to attend the Annual Meeting or any adjournment or postponement of the Annual Meeting. Holders of CDIs may also instruct our CDI depository, CHES Depository Nominees Pty Ltd (“CDN”), to vote the Shares underlying their CDIs by following the instructions on the CDI Voting Instruction Form. CDN will vote the applicable Shares on behalf of each applicable CDI holder at the Annual Meeting in accordance with the instructions received via the CDI Voting Instruction Form or online from each of the applicable CDI holders.

Any Shareholder may request access to the list of Shareholders of Record entitled to vote at the Annual Meeting upon request to the Company’s ASX Representative.

The Proxy Statement that accompanies and forms part of this Notice of Annual Meeting provides information in relation to each of the matters to be considered. This Notice of Annual Meeting and the Proxy Statement should be read in their entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their legal counsel, accountant, solicitor, or other professional advisor prior to voting.

Dated this 9 April 2018

By Order of the Board

Stephen Dash
Founder and CEO

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF
PROXY MATERIALS FOR THE 2018 ANNUAL MEETING OF SHAREHOLDERS:

This Notice of Annual Meeting and Proxy Statement and the 31 December 2017 Financial Statements are available at www.credible.com

Proxy Statement

**2018 ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON 24 APRIL 2018 (Australia) and 23 APRIL 2017 (US)**

The Board of Directors of Credible Labs Inc. (the “Company”) is soliciting proxies for use at the 2018 Annual Meeting of Shareholders (the “Annual Meeting”) to be held on Tuesday, 24 April 2018 at 2.00pm (Sydney time) at the offices of DLA Piper Sydney at Level 22, No. 1 Martin Place, Sydney, New South Wales, Australia (9.00 pm Monday, 23 April 2018 (San Francisco time) and at any adjournment or postponement of the meeting. We expect to mail this proxy statement (this “Proxy Statement”) and the accompanying Notice of the 2018 Annual Meeting (the “Notice of Annual Meeting”) to Shareholders on or about 9 April 2018.

QUESTIONS AND ANSWERS

What is the purpose of the Annual Meeting?

At the Annual Meeting, the Shareholders are invited to act upon the items and proposals outlined in the Notice of Annual Meeting. At the Annual Meeting, the CEO will also report on matters of current interest to Shareholders and respond to any questions from Shareholders who attend the meeting in Sydney. The matters outlined in the Notice of Annual Meeting include:

- the re-election of Dean Dorrell as a Director of the Company (“Item 1”)
- the re-election of Ronald Suber as a Director of the Company (“Item 2”)
- the re-election of Ray Yang as a Director of the Company (“Item 3”)
- the re-election of Annabelle Chaplain as a Director of the Company (“Item 4”)
- the re-election of Stephen Dash as a Director of the Company (“Item 5”)

Who is entitled to vote at the Annual Meeting?

Only those Shareholders of record, or beneficial owners of Shares or CDIs held in Street Name (as defined below), on Friday, 13 April 2018 at 9.00 pm San Francisco time, Saturday, 14 April 2018 at 2.00 pm Sydney time (the “Record Date”), will be entitled to vote at the meeting and any adjournment or postponement thereof.

As at 28 March 2018, there are 10,127,567 Shares of common stock outstanding (equivalent to 253,189,175 CDIs), all of which are entitled to vote with respect to the items to be acted upon at the Annual Meeting, subject to applicable voting exclusions. Therefore, there is currently a total of 10,127,567 votes entitled to be cast at the Annual Meeting.

Each Share of common stock is entitled to one vote per Share. Each CDI represents 1/25 of a Share of common stock.

Votes for, against and abstentions will all be counted as present and entitled to vote for purposes of determining whether a quorum is present.

Will any Shareholders be excluded from voting on any of the items?

In accordance with ASX Listing Rule 14.11.1, the Company will disregard any votes cast on certain resolutions by certain persons.

No votes will be excluded for Item 1, Item 2, Item 3, Item 4 or Item 5.

How many Shares must be present for voting to hold the meeting?

Pursuant to Section 2.6 of the Company's Bylaws, the holders of one-third of the Shares of stock issued and outstanding and entitled to vote at the Annual Meeting must be present in person or represented by proxy to constitute a quorum for the transaction of business. Shares are counted as present at the Annual Meeting if:

- The Shareholder of record on the Record Date is present in person at the Annual Meeting;
- The Shareholder of record on the Record Date, or the applicable beneficial owner, has properly submitted a proxy in a timely fashion as described in the Notice of Annual Meeting.

Abstentions and shares represented by "broker non-votes" are counted for the purpose of determining the presence of a quorum.

What is a proxy?

If you designate another person or entity to vote Shares that you own, such other person or entity is referred to as your proxy. If you designate someone as your proxy in a written document, that document is also called a proxy or a proxy card. When you designate a proxy, you may also direct the proxy how to vote your Shares. This is referred to as your "proxy vote".

What is the difference between a Shareholder of record and a "Street Name" holder?

If you own Shares registered directly in your name with the Company's U.S. share registrar, Computershare, you are considered the Shareholder of record with respect to those Shares. As a Shareholder of record, you have the right to grant your voting proxy directly to the Company or to vote in person at the Annual Meeting.

If your Shares are held in a stock brokerage account or by a bank, trust or other nominee, then the broker, bank, trust or other nominee is considered to be the Shareholder of record with respect to those Shares, while you are considered the beneficial owner of those Shares and your Shares are held in street name ("Street Name"). Street Name holders generally cannot vote their Shares directly and must instead instruct the broker, bank, trust or other nominee how to vote their Shares using the method described in the notice that such broker, bank, trust or other nominee sends to the Street Name holders. Since a Street Name holder is not the Shareholder of record, the Street Name holder may not vote their Shares in person at the

Annual Meeting unless such holder obtains a “legal proxy” from their applicable broker, bank, trustee, or nominee giving such holder the right to vote the Shares at the meeting.

CDN is the Shareholder of record for all Shares beneficially owned by holders of CDIs. Holders of CDIs are entitled to receive notice of the Annual Meeting and attend the Annual Meeting and may direct CDN to vote at the Annual Meeting by using the method described in the CDI Voting Instruction Form.

What does it mean if I receive more than one printed set of proxy materials?

If you receive more than one printed set of proxy materials, it means that you hold Shares or CDIs registered in more than one account. To ensure that all of your Shares are voted, please submit proxies or voting instructions for all of your Shares or CDIs.

Can I vote my Shares or CDIs in person at the meeting?

Please Note: *You may only vote your Shares in person at the meeting by completing a ballot at the meeting if you own shares of common stock and are a Shareholder of record on the Record Date. CDI Holders can attend the meeting in Sydney, however are unable to vote in person at the meeting.*

Even if you currently plan to attend the meeting and vote your Shares at the meeting, we recommend that you submit a proxy so that your vote will be counted if you later decide not to attend the meeting. If you submit your vote by proxy and later decide to vote in person at the Annual Meeting, the vote you submit at the Annual Meeting will override your proxy vote.

If you are a Street Name holder of shares of common stock, you may vote your Shares in person at the meeting only if you obtain and bring to the meeting a signed letter or other form of proxy from your broker, bank, trust or other nominee giving you the right to vote the Shares at the meeting.

How do I vote my Shares of common stock?

Shareholders are entitled to vote if they are a Shareholder on the Record Date regardless of whether they attend the Annual Meeting.

At the Annual Meeting, every holder of common stock present in person or by proxy, is entitled to one vote for each Share of common stock held on the Record Date on all matters submitted to a vote of the Shareholders.

If you are a Shareholder of record, you can vote in any of the following ways:

Proxy Forms (US Common Stock – no online voting available)	
By mail	c/o Computershare Investor Services PO Box 505000 Louisville, KY 40233-5000 USA
By phone	Call toll free 866 595 6048 within the USA, US territories & Canada on a touch tone telephone. Follow the instructions provided by the recorded message.
In person at the Annual Meeting	

How do I vote if I hold CDIs?

Important: If you are a *CDI holder*, you must take one of the following actions in order to vote at the Annual Meeting:

- a) Instructing CHES Depositary Nominees Pty Ltd. (“CDN”), as the Shareholder of record, to vote the Shares underlying your CDIs pursuant to your instructions in the CDI Voting Instruction Form provided to Computershare or via the Internet option set forth below.
- b) Converting your CDIs into Shares of common stock and voting such Shares at the meeting in person or by proxy.

Note: In order to vote as a common stock holder in person at the meeting, such conversion to common stock must be completed prior to the Record Date. CDI holders should contact the Share Registry for information regarding the conversion process. If CDI holders convert their holding to common stock prior to the Record Date, then they may follow the instructions above for voting as a common stock holder.

- c) Informing the Company that you wish to nominate yourself or another person to be appointed as CDN’s proxy with respect to the Shares underlying your CDIs for the purposes of attending and voting at the Annual Meeting by completing Step 2 in the enclosed CDI Voting Instruction Form.

Each CDI represents 1/25 of a Share. Therefore, each CDI Holder will be entitled to one vote for every 25 CDIs that they hold.

CDI Voting Instruction Forms (Australian Register)	
By mail	Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001, Australia
By fax	1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)
Custodian Voting	For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions

How do I vote if I am a Street Name holder?

If you hold your Shares or CDIs in Street Name (as defined in the Proxy Statement), you must vote your Shares or CDIs in the manner set forth by your broker, bank, trust or other nominee, which is similar to the voting procedures for Shareholders of record or CDI holders. You will receive a voting instruction form if nominated as a proxy (not a proxy card) to use in directing your applicable broker, bank, trust or other nominee how to vote your Shares or CDIs at the meeting.

Voting Mechanics

Proxy cards

Valid, signed and dated proxy cards must be received by Computershare US no later than Thursday, 19 April 2018 at 9.00 pm San Francisco time, Friday, 20 April 2018 at 2.00 pm Sydney time.

CDI Voting Instruction Forms

Completed CDI Voting Instruction Forms must be provided to Computershare no later than Wednesday, 18 April 2018 at 9.00 pm San Francisco time, Thursday, 19 April 2018 at 2.00 pm Sydney time, in accordance with the instructions on that form. The CDI voting deadline is two business days prior to the date that Proxy Cards are due so that CDN may vote the Shares underlying the applicable CDIs.

In person

Please arrive at the offices of DLA Piper Sydney at Level 22, No. 1 Martin Place, Sydney, New South Wales no later than 2.00 pm (Sydney time) in order to vote in person. All Shareholders as of the Record Date are invited to attend the Annual Meeting. You may be asked to present valid photo identification, such as a driver's license or passport, before being admitted to the meeting. If you hold your Shares in Street Name or you are a CDI holder, you may also be asked to present proof of ownership to be admitted to the meeting. A brokerage or holding statement or letter from your broker, bank, trust or other nominee are examples of proof of ownership.

What is the voting requirement to approve each of the items set forth in the Notice of Meeting?

Section 2.9 of the Company's Bylaws provides that all elections shall be determined by a plurality of the votes cast, and except as otherwise required by law, all other matters shall be determined by a majority of the votes cast affirmatively or negatively.

Subject to voting exclusion statements for a proposal, the vote required to approve each Item is set forth below. Information on voting exclusions are set forth in the additional information provided for each Item.

Item 1 – Re-election of Dean Dorrell as a Director of the Company

Item 2 – Re-election of Ronald Suber as a Director of the Company

Item 3 – Re-election of Ray Yang as a Director of the Company

Item 4 – Re-election of Annabelle Chaplain as a Director of the Company

Item 5 – Re-election of Stephen Dash as a Director of the Company

Members of the Credible Board of Directors are elected by plurality vote. Accordingly, the five director nominees who receive the highest number of "FOR" votes will be elected as directors.

You may vote "FOR", "AGAINST" or "ABSTAIN" on the re-election of each Director.

Abstentions are considered Shares present and entitled to vote for purposes of determining quorum, but will have no effect on the election of directors.

Please Note: *If you are not entitled to vote in person at the meeting and you do not submit your proxy or voting instructions to your broker, a "non-vote" occurs and your Shares will not be counted for the purpose of establishing a quorum and will have no effect on the outcome of any of the five items.*

How do I change my vote or revoke my proxy?

If you are a Shareholder of record, you may change your vote or revoke your proxy by:

- filing a written statement to that effect with our ASX Representative at or before the taking of the vote at the Annual Meeting;
- submitting a properly signed proxy card with a later date that is received prior to the close of voting; or
- attending the Annual Meeting, revoking your proxy, and voting in person.

The written statement to the ASX Representative should be delivered to Company Matters Level 12, 680 George Street, Sydney NSW 2000 (PO Box 20547, World Square NSW 2002) Attention: Naomi Dolmatoff, or hand delivered to such address, before the taking of the vote at the Annual Meeting.

If you are a beneficial owner and hold shares through a broker, bank, or other nominee, you may submit new voting instructions by contacting your broker, bank, or other nominee. You may also change your vote or revoke your voting instructions in person at the Annual Meeting if you obtain a signed proxy from the record holder (broker, bank, or other nominee) giving you the right to vote the shares.

If you are a holder of CDIs and you direct CDN to vote by completing the CDI Voting Instruction Form, you may revoke those directions by delivering to Computershare, Thursday, 19 April 2018 at 2.00 pm Sydney time a written notice of revocation bearing a later date than the CDI Voting Instruction Form previously sent.

Who pays for the cost of proxy preparation and solicitation?

The Company pays for the cost of proxy preparation and solicitation, including the reasonable charges and expenses of brokerage firms, banks, trusts or other nominees for forwarding proxy materials to Street Name holders and CDI holders. The Company is soliciting proxies by mail. In addition, the Directors, officers and regular employees of the Company may solicit proxies personally, telephonically, electronically or by other means of communication. The Company's Directors, officers and regular employees will receive no additional compensation for their services other than their regular compensation.

How can I ask questions if I cannot attend the meeting in person?

Credible will set up a telephone or webcast link to the meeting so that Shareholders can listen to the live meeting, the details of which will be lodged with the ASX prior to the meeting. Only Shareholders that attend in person will be able to ask questions at the meeting. If you have a specific question that you would like to submit to the Chairman of the meeting, please send your question be delivered to Company Matters Level 12, 680 George Street, Sydney NSW 2000 (PO Box 20547, World Square NSW 2002) Attention: Naomi Dolmatoff no later than 2.00 pm Tuesday, 17 April 2018 (Sydney time) (9.00 pm Monday, 16 April 2018 (San Francisco time)).

Items of Business at the Annual Meeting

ITEMS 1 – 5 – RE-ELECTION OF DIRECTORS

Pursuant to Section 3.3 of the Company's Bylaws, Directors are required to be elected at an annual meeting of Shareholders. If elected, the Director will hold office until his or her successor has been elected and qualified or until his or her earlier resignation or removal.

Listing Rule 14.4 provides that a Director of the Company must not hold office (without re-election) past the third Annual Meeting following the Director's appointment or 3 years, whichever is longer. However, a Director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next Annual Meeting of the Company.

Item 1: Re-election of Dean Dorrell to the Board

The Board of Directors appointed Dean Dorrell as a Director of the Company on 18 September 2015. In accordance with Listing Rule 14.4, Dean Dorrell will retire at the Annual Meeting and being eligible for re-election, submits himself for re-election as a director by shareholders of the Company.

Dean has a B.A. (Hons.) in Economics and had a successful initial career as a bond trader, arbitrageur and proprietary trader. He formulated some of the earliest proprietary models, quant trading systems and statistical arbitrage methods in the 1990's that led to him becoming Head of Bond Trading at Paribas in London and later joining Greenwich Capital and Greenwich Natwest.

Dean made his first angel investment in 1998 and during the mid-2000's transitioned into a VC/private equity/operating executive role with Redbus Group in London which had successful exits such as RFD to Lionsgate and Lovefilm (which was the merged entity that the Redbus founded Video Island became part of) to Amazon and was named winner of the Richard Branson sponsored Sunday Times Virgin Atlantic Fast Track 100.

Dean moved to Australia in 2010 and became the Managing Director and an Investment Committee Member of M.H. Carnegie & Co. in 2011, primarily leading the deal team in early stage venture investments and private equity deals (largely focused on distressed real assets such as marinas and pubs).

Dean co-founded Carthona Capital in 2014 which has become one of Australia's leading early stage venture capital companies with over \$200m of FUM.

Current directorships of listed companies: Nil

Former directorships of listed companies in last three years: Nil

Board Recommendation and Chairman's voting intention for Item 1:

The Board (other than Dean Dorrell) recommends that Shareholders vote in favour of this item of business. The Chairman intends to vote undirected proxies in favour of this resolution.

Item 2: Re-election of Ronald Suber to the Board

The Board of Directors appointed Ronald Suber as a Director of the Company on 25 July 2017. In accordance with Listing Rule 14.4, Ronald Suber will retire at the Annual Meeting and being eligible for re-election, submits himself for re-election as a director by shareholders of the Company.

Ron is currently the chairman of Credible. Ron is a prominent leader in the U.S. Fintech industry having held multiple leadership positions in the Fintech and corporate financial services sectors. He has more than 20 years of experience in sales, marketing, and business development across the hedge fund, broker-dealer and registered investment advisor industries.

Ron is currently President Emeritus and Senior Advisor to Prosper, Chairman and member of the Board of Directors of Credible, Advisory board member to DocuSign, Juvo, Unison, Money360 and eOriginal.

Previously, Ron was a Director at Prosper Funding LLC, President at Prosper Marketplace, Managing Director at Wells Fargo Securities, Head of Global Sales and Marketing, Senior Partner and Director of Merlin Securities, Senior Managing Director and Manager of Global Clearing Sales at Bear Sterns and President of Spectrum Global Fund Administration.

Ron holds a B.A. in Economics from UC Berkeley.

Current directorships of listed companies: Nil

Former directorships of listed companies in last three years: Nil

Board Recommendation and Chairman's voting intention for Item 2:

The Board (other than Ronald Suber) recommends that Shareholders vote in favour of this item of business. The Chairman intends to vote undirected proxies in favour of this resolution.

Item 3: Re-election of Ray Yang to the Board

The Board of Directors appointed Ray Yang as a Director of the Company on 24 April 2017. In accordance with Listing Rule 14.4, Ray Yang will retire at the Annual Meeting and being eligible for re-election, submits himself for re-election as a director by shareholders of the Company.

Ray is a Partner at Marathon Venture Partners ("MVP"), a China-based early to growth stage fund focusing on healthcare and Fintech. Prior to MVP, Ray was a Managing Director at Northern Light Venture Capital, where he led the firm's investments both in healthcare and Fintech. He started his venture capital career with Orchid Asia Group Management in 2004, where he helped establish the firm's China operations and served as an Investment Director.

Prior to his venture capital career, Ray worked for ten years in various Chinese government and multinational corporations. He worked at the China's Ministry of Commerce for four years, where he oversaw operations of the Economic & Commercial offices of China across the world. He then served as a Vice Commercial Consul for the Chinese Consulate General in Houston, Texas promoting trade and investment between China and the southern region of the United States. He also worked as a Commodities Trader for Louis Dreyfus Corporation, participating in the trading and analysis of the agricultural commodities.

Ray serves as a Director for Harvard Business School Alumni Board and was the President for Harvard Business School Alumni Club of Beijing (2009-2011). He is also a Guest Professor at Shanghai University of Business and Economics (2016-2019). He is a Fellow of Aspen Institute China Fellowship Program and a member of Aspen Global Leadership Network.

Ray holds a Bachelor of Economics degree from Shanghai Institute of Foreign Trade and an MBA from Harvard Business School.

Current directorships of listed companies: Nil

Former directorships of listed companies in last three years: Nil

Board Recommendation and Chairman's voting intention for Item 3:

The Board (other than Ray Yang) recommends that Shareholders vote in favour of this item of business. The Chairman intends to vote undirected proxies in favour of this resolution.

Item 4: Re-election of Annabelle Chaplain to the Board

The Board of Directors appointed Annabelle Chaplain as a Director of the Company on 7 December 2017. In accordance with Listing Rule 14.4, Annabelle Chaplain will retire at the Annual Meeting and being eligible for re-election, submits herself for re-election as a director by shareholders of the Company.

Annabelle is a former Investment Banker with extensive experience as a company director across a range of industry sectors.

Annabelle is a non-executive director of ASX-listed Downer EDI Ltd and Seven Group Holdings Ltd and serves as chair of both groups' Audit and Risk Committees. Annabelle is Chairperson of Queensland Airports Limited and Canstar Pty Ltd, a privately-owned online financial comparison and expert ratings company. Annabelle recently joined the board of The Australian Ballet. Annabelle's former board roles include being a board member of EFIC, Australia's export credit agency and the Federal Government's Board of Taxation. Annabelle is a Queensland Division Councillor of the Australian Institute of Company Directors.

A Fellow of the Australian Institute of Company Directors, Annabelle holds a Bachelor of Arts degree majoring in Economics and Mandarin from Griffith University in addition to a Masters of Business Administration (MBA) from the University of Melbourne. Annabelle holds an honorary doctorate from Griffith University for her service to banking and finance, and to the Gold Coast community.

Current directorships of listed companies: Downer EDI Ltd and Seven Group Holdings Ltd

Former directorships of listed companies in last three years: Nil

Board Recommendation and Chairman's voting intention for Item 4:

The Board (other than Annabelle Chaplain) recommends that Shareholders vote in favour of this item of business. The Chairman intends to vote undirected proxies in favour of this resolution.

Item 5: Re-election of Stephen Dash to the Board

The Board of Directors appointed Stephen Dash as a Director of the Company on 21 November 2012. In accordance with Listing Rule 14.4, Stephen Dash will retire at the Annual Meeting and being eligible for re-election, submits himself for re-election as a director by shareholders of the Company.

Stephen is the Founder and Chief Executive Officer of Credible.

Stephen has led Credible's strategy and execution since inception, raising more than \$23 million in capital, launching the Student Loan Refinancing, Private Student Loan Origination, Personal Loans and Credit Cards Marketplaces, and growing the Credible team to more than 100 people.

Prior to founding Credible, Stephen was an Investment Banker at J.P. Morgan, an Investment Director at M.H. Carnegie & Co, and a Co-founder of Quickcharge Media.

Current directorships of listed companies: Nil

Former directorships of listed companies in last three years: Nil

Board Recommendation and Chairman's voting intention for Item 5:

The Board (other than Stephen Dash) recommends that Shareholders vote in favour of this item of business. The Chairman intends to vote undirected proxies in favour of this resolution.

OTHER BUSINESS

The Company, being a company incorporated in the state of Delaware, United States, is not required to meet the *Corporations Act 2001* (Cth) requirements to lay before the meeting the annual financial report and other related reports.

The Board of the Company has however decided to lay before the meeting the Company's audited financial statements and the reports for the year ended 31 December 2017.

The Corporations Act does not require a vote of Shareholders on the reports or statements. However, the Shareholders will be given ample opportunity to raise questions or comments in relation to the management of the Company.

Copies of the full financial report for consideration at the meeting can be accessed on the company's website: www.credible.com

If a Shareholder would like to receive a hard copy, please contact the Company's share registry.

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▼ PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

credible

Proxy — Credible Labs Inc.

Notice of 2018 Annual Meeting of Stockholders

To be held on Tuesday, 24 April 2018 commencing at 2:00 pm (Sydney time) at the offices of DLA Piper Sydney at level 22, No. 1 Martin Place, Sydney, New South Wales, Australia (9:00 pm Monday, 23 April 2018 (San Francisco time)).

Proxy Solicited by Board of Directors for Annual Meeting — Tuesday, 24 April 2018 (Sydney time)

The Chairman of the Meeting, or any other Director of the Company (if required), or any of them, each with the power of substitution, are hereby authorized to represent and vote the shares of the undersigned, with all the powers which the undersigned would possess if personally present, at the Annual Meeting of Stockholders of Credible Labs Inc. to be held on Tuesday, 24 April 2018 (Sydney time) or at any postponement or adjournment thereof.

Shares represented by this proxy will be voted by the stockholder. If no such directions are indicated, the Proxies will have authority to vote FOR Item 1 (Re-election of Dean Dorrell as a Director), FOR Item 2 (Re-election of Ronald Suber as a Director), FOR Item 3 (Re-election of Ray Yang as a Director), FOR Item 4 (Re-election of Annabelle Chaplain as a Director), and FOR Item 5 (Re-election of Stephen Dash as a Director). In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.

(Items to be voted appear on reverse side.)



IMPORTANT ANNUAL MEETING INFORMATION



Using a **black ink** pen, mark your votes with an **X** as shown in this example. Please do not write outside the designated areas.



Annual Meeting Proxy Card

▼ PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

A Proposals — The Board of Directors recommends a vote FOR Proposals 1 – 5.



	For	Against	Abstain		For	Against	Abstain
1. Re-Election of Dean Dorrell as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	2. Re-Election of Ronald Suber as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-Election of Ray Yang as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	4. Re-Election of Annabelle Chaplain as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Re-Election of Stephen Dash as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

B Authorized Signatures — This section must be completed for your vote to be counted. — Date and Sign Below

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

Date (mm/dd/yyyy) — Please print date below.

Signature 1 — Please keep signature within the box.

Signature 2 — Please keep signature within the box.



▼ PLEASE FOLD ALONG THE PERFORATION, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

credible

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Proxy Solicited by Board of Directors for Annual Meeting — Tuesday, 24 April 2018 (Sydney time)

The Chairman of the Meeting, or any other Director of the Company (if required), or any of them, each with the power of substitution, are hereby authorized to represent and vote the shares of the undersigned, with all the powers which the undersigned would possess if personally present, at the Annual Meeting of Stockholders of Credible Labs Inc. to be held on Tuesday, 24 April 2018 (Sydney time) or at any postponement or adjournment thereof.

Shares represented by this proxy will be voted by the stockholder. If no such directions are indicated, the Proxies will have authority to vote FOR Item 1 (Re-election of Dean Dorrell as a Director), FOR Item 2 (Re-election of Ronald Suber as a Director), FOR Item 3 (Re-election of Ray Yang as a Director), FOR Item 4 (Re-election of Annabelle Chaplain as a Director), and FOR Item 5 (Re-election of Stephen Dash as a Director). In their discretion, the Proxies are authorized to vote upon such other business as may properly come before the meeting.

(Items to be voted appear on reverse side.)

Lodge your vote:

 **By Mail:**

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

CDI Voting Instruction Form

 **For your vote to be effective it must be received by 2.00pm (Sydney time) on Thursday, 19 April 2018**

How to Vote on Items of Business

Every 25 (twenty-five) CHESS Depository Interest (CDI) is equivalent to 1 (one) share of Company Common Stock, so that every 25 (twenty-five) CDI registered in your name at 19 April 2018 entitles you to 1 (one) vote.

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHESS Depository Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESS Depository Nominees Pty Ltd enough time to tabulate all CHESS Depository Interest votes and to vote on the underlying shares.

Signing Instructions

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 Australian registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory, ie Sole Director, Sole Company Secretary or Director and Company Secretary. Delete titles as applicable.

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.

Turn over to complete the form →



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:



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

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.

CDI Voting Instruction Form

Please mark to indicate your directions


STEP 1 CHES Depositary Nominees Pty Ltd will vote as directed

Voting Instructions to CHES Depositary Nominees Pty Ltd

I/We being a holder of CHES Depositary Interests of Credible Labs Inc hereby direct CHES Depositary Nominees Pty Ltd to vote the shares underlying my/our holding at the Annual General Meeting of Credible Labs Inc to be held at DLA Piper, Level 22, 1 Martin Place, Sydney NSW 2000 on Tuesday, 24 April 2018 at 2.00pm (Sydney time) and at any adjournment or postponement of that meeting.

By execution of this CDI Voting Form the undersigned hereby authorises CHES Depositary Nominees Pty Ltd to appoint such proxies or their substitutes to vote in their discretion on such business as may properly come before the meeting.

STEP 2 Items of Business

 PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing CHES Depositary Nominees Pty Ltd or their appointed 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	Re-Election of Dean Dorrell as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Ronald Suber as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-Election of Ray Yang as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-Election of Annabelle Chaplain as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Re-Election of Stephen Dash as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 ____ / ____ / ____