



ROBO 3D LIMITED
ACN 009 256 535

Notice of General Meeting

Explanatory Statement and Proxy Form

Date of Meeting:
Monday, 6 August 2018

Time of Meeting:
10.00am (AEST)

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

This Notice of 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 GENERAL MEETING

Notice is given that a General Meeting of Shareholders 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 10.00am (AEST) on Monday, 6 August 2018 ("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

Resolution 1: Ratification of Prior Issue of Shares under Listing Rule 7.1 capacity

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 of 42,269,610 Shares at an issue price of \$0.045 (4.5 cents) per Share as described in the Explanatory Statement."

Resolution 2: Ratification of Prior Issue of Shares under Listing Rule 7.1A capacity

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 of 27,819,278 Shares at an issue price of \$0.045 (4.5 cents) per Share as described in the Explanatory Statement."

Resolution 3: Approval to grant Unlisted Options

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 grant of 6,000,000 Unlisted Options each exercisable at \$0.06 (6 cents) on or before the date that is 3 years from the date of issue to Aesir Capital Pty Ltd (or its nominee) as described in the Explanatory Statement."

Resolution 4: Approval to grant Performance Rights to Mr Ryan Legudi

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

"That for the purposes of Listing Rule 10.14 and for all other purposes, approval be given to the Company to grant up to 15,500,000 Performance Rights (comprising 500,000 Tranche 1 Performance Rights, 1,000,000 Tranche 2 Performance Rights, 1,500,000 Tranche 3 Performance Rights, 500,000 Tranche 4 Performance Rights, 2,500,000 Tranche 5 Performance Rights, 2,500,000 Tranche 6 Performance Rights, 5,000,000 Tranche 7 Performance Rights and 2,000,000 Tranche 8 Performance Rights (and issue 15,500,000 Shares on conversion of such Performance Rights) to Mr Ryan Legudi (Managing Director of the Company), or his nominee, under the Robo 3D Limited Performance Rights Plan as described in the Explanatory Statement."

Resolution 5A: Approval to issue Shares to Mr Braydon Moreno

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, approval be given to the Company to issue up to 500,000 Shares to Mr Braydon Moreno (Executive Director of the Company), or his nominee, as described in the Explanatory Statement."

Resolution 5B: Approval to issue Performance Rights to Mr Braydon Moreno

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

“That for the purposes of Listing Rule 10.14 and for all other purposes, approval be given to the Company to issue up to 500,000 Tranche 9 Performance Rights (and issue 500,000 Shares on conversion of such Performance Rights) under the Robo 3D Limited Performance Rights Plan, to Mr Braydon Moreno (Executive Director of the Company), or his nominee, as described in the Explanatory Statement.”

Resolution 6: Adoption of Robo 3D Employee Option Plan

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

“That for the purposes of Listing Rule 7.2 Exception 9(b), as an exception to Listing Rule 7.1, and for all other purposes, Shareholders approve the “Robo 3D Limited Employee Option Plan” and the grant of Options (and Shares on exercise of such Options) under the Option Plan, on the terms and conditions as described in the Explanatory Statement.”

Resolution 7: Approval to Issue Shares

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 up to 130,000,000 Shares (**Placement Shares**) at an issue price of \$0.025 (2.5 cents) per Share as described in the Explanatory Statement.”*

Resolution 8: Approval to Issue Consideration Shares

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 Shares to Mystemkits.com LLC as consideration for the Acquisition under the terms of the Acquisition Agreement as described in the Explanatory Statement.”

Resolution 9: Approval of Issue of Shares to Mr Ryan Legudi

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 3,680,000 Shares to Mr Ryan Legudi (or his nominee) in payment of \$92,000 of remuneration owed to Mr Legudi as described in the Explanatory Statement.”

Resolution 10: Approval of Issue of Shares to Mr Tim Grice

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 1,420,000 Shares to Mr Tim Grice (or his nominee) in payment of \$35,500 of remuneration owed to Mr Grice as described in the Explanatory Statement.”

Resolution 11: Approval of Issue of Shares to Denlin Nominees

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 7,222,223 Shares to Denlin Nominees (or its nominee) at an issue price \$0.045 (4.5 cents) per Share as described in the Explanatory Statement.”

Resolution 12: Approval to Issue Shares

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, approval is given for the Directors, if they think fit, to issue of up to 20,000,000 (**General Placement Facility Shares**) at an issue price per Share of \$0.025 (2.5 cents) as described in the Explanatory Statement.”*

DATED this 6th day of July 2018 at Melbourne

By order of the Board

A handwritten signature in black ink, appearing to read 'Justin', written over a horizontal line.

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 General Meeting, only those persons who are registered as Shareholders at 10.00am (AEST) on 4 August 2018 will be entitled to vote at the General Meeting and transfers registered after that time will be disregarded in determining entitlements to attend and vote at the General Meeting.
3. **Proxies**
 - a. Votes at the 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 no later than 48 hours before the commencement of the General Meeting, this is no later than 10.00am (AEST) on 4 August 2018. 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:

Resolutions 1 and 2

The Company will disregard any votes cast in favour of Resolutions 1 and 2 by or on behalf of a December 2017 Placement Participant or 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 3

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder) or 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 4 and 5B

The Company will disregard any votes cast in favour of Resolutions 4 and 5B by a Director who is eligible to participate in the Robo 3D Limited Performance Rights Plan and their nominees or 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 in favour of Resolution 6 by a Director (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) or 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 7, 8 and 12

The Company will disregard any votes cast in favour of Resolutions 7, 8 and 12 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a Shareholder) or 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 5A, 9, 10 and 11

The Company will disregard any votes cast in favour of Resolutions 5A, 9, 10 and 11 by or on behalf of a person who is to receive Securities as a result of the proposed issue or 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.

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 4, 5A, 5B, 6, 9 and 10 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 4, 5A, 5B, 6, 9 and 10.

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 4, 5A, 5B, 6, 9 and 10 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

Resolutions 1 and 2: Ratification of Prior Issue of Shares

Background

The Company is seeking shareholder approval to ratify the issue of 70,088,888 Shares (“**December 2017 Placement Shares**”) at an issue price of \$0.045 per Share to the December 2017 Placement Participants which raised \$3,153,999 (before costs) (“**December 2017 Placement**”), as part of the Company’s capital raising as announced on 6 December 2017.

The Company completed the issue of the December 2017 Placement Shares on 14 December 2017. The December 2017 Placement Shares were issued within the Company’s 15% annual limit permitted under Listing Rule 7.1, together with the Company’s additional 10% annual limit approved by Shareholders under Listing Rule 7.1A at the Company’s 2017 Annual General Meeting, 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 7.1A 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 at which the Shareholders approve the 10% placement facility. The 10% placement facility is in addition to the Company’s 15% placement capacity under Listing Rule 7.1.

Listing Rule 7.4 provides that where a company in general meeting ratifies a previous issue of securities made pursuant to Listing Rule 7.1 (including the additional 10% capacity under Listing Rule 7.1A), providing that the previous issue did not breach Listing Rule 7.1, the issue of those securities will be deemed to have been with shareholder approval for the purpose of Listing Rule 7.1.

Resolution 1 seeks Shareholder approval pursuant to Listing Rule 7.4 for the ratification of the issue of 42,269,610 of the December 2017 Placement Shares which were issued pursuant to the 15% capacity under Listing Rule 7.1. Resolution 2 seeks Shareholder approval pursuant to Listing Rule 7.4 for the ratification of the issue of 27,819,278 of the December 2017 Placement Shares which were issued pursuant to the additional 10% capacity under Listing Rule 7.1A. The effect of Shareholders passing Resolutions 1 and 2 will be to restore the Company’s ability to issue securities within the 15% placement capacity under Listing Rule 7.1 during the next 12 months and within the additional 10% placement capacity under Listing Rule 7.1A during the balance of the 12 months from the date of the Company’s 2017 Annual General Meeting, without the requirement to obtain prior Shareholder approval.

Resolutions 1 and 2 are ordinary resolutions.

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 70,088,888 as follows:
 - a. 42,269,610 Shares were issued pursuant to the 15% capacity under Listing Rule 7.1. Ratification of the issue of these Shares is being sought pursuant to Resolution 1.
 - b. 27,819,278 Shares were issued pursuant to the additional 10% capacity under Listing Rule 7.1A. Ratification of the issue of these Shares is being sought pursuant to Resolution 2.
- (b) the December 2017 Placement Shares were issued at a price of \$0.045 (4.5 cents) per Share;
- (c) the December 2017 Placement Shares issued are fully paid ordinary shares in the capital of the Company and rank equally with the existing Shares on issue;
- (d) the December 2017 Placement Shares were issued to the December 2017 Placement Participants none of whom are a related party of the Company;
- (e) the funds raised have been, or 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 Resolutions 1 and 2. The Chairman of the meeting intends to vote undirected proxies in favour of Resolutions 1 and 2.

Resolution 3: Approval to grant Unlisted Options

Background

The Company is seeking Shareholder approval to grant 6,000,000 Unlisted Options to Aesir Capital Pty Ltd as part of the fee for advisory services provided in connection with the December 2017 Placement.

A summary of Listing Rule 7.1 is provided on page 6 of this Explanatory Statement.

Resolution 3 seeks Shareholder approval pursuant to Listing Rule 7.1 for the grant of the Unlisted Options to Aesir Capital Pty Ltd.

Resolution 3 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 Unlisted Options to be granted is 6,000,000;
- (b) the recipients of the Unlisted Options will be Aesir Capital Pty Ltd (or its nominees) none of whom are related parties of the Company;
- (c) the Unlisted Options are each exercisable at \$0.06 (6 cents) on or before the date that is 3 years from the date of grant and otherwise have the terms and conditions in Schedule 1;
- (d) the Company will grant the Unlisted Options 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 the Unlisted Options will be granted on the same date;
- (e) the Unlisted Options will be granted for nil cash consideration as part of the fee for advisory services provided in connection with the December 2017 Placement. Accordingly no funds will be raised from the grant of the Unlisted Options. However any funds raised upon exercise of the Unlisted Options will be applied to the working capital requirements of the Company at the time of exercise;
- (f) a voting exclusion statement is included in the Notice.

Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 3. The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 3.

Resolution 4: Approval to grant Performance Rights to Mr Ryan Legudi

Background

The Company intends to grant a total of 15,500,000 Performance Rights to Mr Ryan Legudi (or his nominee) as follows:

- (a) 500,000 Tranche 1 Performance Rights;
- (b) 1,000,000 Tranche 2 Performance Rights;
- (c) 1,500,000 Tranche 3 Performance Rights;
- (d) 500,000 Tranche 4 Performance Rights;
- (e) 2,500,000 Tranche 5 Performance Rights;
- (f) 2,500,000 Tranche 6 Performance Rights;
- (g) 5,000,000 Tranche 7 Performance Rights; and
- (h) 2,000,000 Tranche 8 Performance Rights.

The Performance Rights are to be issued under the Robo 3D Limited Performance Rights Plan (**Performance Rights Plan**). The principal terms of the Performance Rights are summarised in Schedule 2.

The establishment of an effective performance management system is critical for the Company at this time to ensure that the Company complies with all of its obligations whilst maintaining a focus on future growth opportunities. It should be recognised that the achievement of these objectives will be to the benefit of all Shareholders, and the conversion of the performance rights can only occur if these benefits are realised.

The Company is proposing to grant the Performance Rights to Mr Legudi (or his nominee) to align his interests with the interests of Shareholders. The grant of the Performance Rights (and the subsequent issue of Shares if certain vesting conditions are met) is a cost effective form of remuneration when compared to the payment of cash consideration.

In November 2017, Mr Legudi permanently relocated to San Diego, USA to take up the position of Chief Executive Officer of the Company's operating subsidiary, Robo 3D, Inc. The proposed grant of the Performance Rights reflects the added responsibility for the day-to-day management of the operating business, in addition to his role as a Director of the Company.

Consistent with the desire to minimise cash expenditures, the Board believes that having regard to the Company's current cash position and in order to compensate Mr Ryan Legudi in line with current market practices, Performance Rights provide an appropriate and meaningful remuneration component to Directors that is aligned with Shareholder interests.

The Performance Rights will be granted for nil cash consideration. Vesting of the Performance Rights is subject to certain vesting conditions set out below prior to the expiry date which is three years from the date of grant. Three of the vesting conditions relate to the Company's revenue. The Company's products generally sell at a particular gross margin. Therefore, the Company considers that there is a direct correlation between revenue growth and the Company's profitability.

Shareholder approval is required for the grant of the Performance Rights to Mr Legudi under Listing Rule 10.14 because Mr Legudi is a Director.

As Shareholder approval is sought under Listing Rule 10.14, approval under Listing Rule 7.1 is not required. Accordingly, the issue of Performance Rights to Mr Legudi will not reduce the Company's 15% capacity for the purposes of Listing Rule 7.1.

Resolution 4 is an ordinary resolution.

Listing Rule 10.15 provides that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to Listing Rule 10.14:

- (a) the maximum number of Performance Rights to be granted to Mr Legudi (or his nominee) is 15,500,000 Performance Rights as follows:
 - (i) 500,000 Tranche 1 Performance Rights;
 - (ii) 1,000,000 Tranche 2 Performance Rights;
 - (iii) 1,500,000 Tranche 3 Performance Rights;
 - (iv) 500,000 Tranche 4 Performance Rights;
 - (v) 2,500,000 Tranche 5 Performance Rights;
 - (vi) 2,500,000 Tranche 6 Performance Rights;
 - (vii) 5,000,000 Tranche 7 Performance Rights; and
 - (viii) 2,000,000 Tranche 8 Performance Rights.

- (b) the Performance Rights will be granted in eight classes with the vesting conditions and milestone dates set out below:

Class	Vesting Condition	Milestone Date
Tranche 1	Revenue equal to or greater than USD\$10M over any consecutive 12 month period*	30 September 2021
Tranche 2	Revenue equal to or greater than USD\$15M over any consecutive 12 month period*	30 September 2021
Tranche 3	Revenue equal to or greater than USD\$20M over any consecutive 12 month period*	30 September 2021
Tranche 4	Share price equal to or greater than \$0.10 (10 cents)	30 September 2021
Tranche 5	Share price equal to or greater than \$0.15 (15 cents)	30 September 2021
Tranche 6	Share price equal to or greater than \$0.20 (20 cents)	30 September 2021
Tranche 7	Share price equal to or greater than \$0.40 (40 cents)	30 September 2021
Tranche 8	EBITDA greater than \$0 for 3 months	30 September 2021

*The condition will be determined on a 12 month rolling period and accordingly it is not contemplated that the revenue figure will be audited.

The Company's audited revenue for the financial year ended 30 June 2017 was \$1,907,754 (noting that the Company acquired Robo 3D Inc on 14 December 2017) and for the half year ended 31 December 2017 was \$4,163,294.

The Performance Rights will expire at 5.00pm on the date that is three years from the date of grant of the Performance Rights.

If a performance condition of a Performance Right is not achieved by the milestone date then the Performance Right will lapse. Further terms and conditions of the Performance Rights are set out in the summary of the Performance Rights Plan in Schedule 2.

- (c) The Performance Rights will be granted for nil consideration. Upon exercise of the Performance Rights, Shares will be issued on a one for one basis on the same terms as the Company's existing Shares.
- (d) Under the Performance Rights Plan, only eligible employees or their nominees (subject to Board approval) are entitled to participate in the Performance Rights Plan. Each of the Directors, Messrs Legudi, Moreno, Grice and Glovac are eligible employees for the purposes of the Performance Rights Plan.
- (e) No Performance Rights have been granted under the Performance Rights Plan to date. Mr Legudi is a related party of the Company by virtue of being a Director.
- (f) A voting exclusion statement is included in the Notice.
- (g) The Company will issue the Performance Rights no later than 12 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).

Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 4. The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 4.

Resolutions 5A and 5B: Approval to issue Shares and Performance Rights to Mr Braydon Moreno

Background

As announced on the ASX on 15 June 2018, the Company has agreed, subject to Shareholder approval, to grant a total of 1,000,000 Performance Rights under the Performance Rights Plan, to Mr Braydon Moreno (or his

nominee) with half vesting on 31 July 2018 and half vesting on 31 December 2018. As the vesting condition of 31 July 2018 will have been met by the date of the Meeting the Company is proposing to issue 500,000 Shares to Mr Moreno instead of that tranche of Performance Rights. Accordingly, the Company is proposing to issue Securities to Mr Moreno (or his nominee) as follows:

- (a) 500,000 Shares; and
- (b) 500,000 Tranche 9 Performance Rights,

(together the **Moreno Securities**).

The Performance Rights are to be issued under the Performance Rights Plan. The principal terms of the Performance Rights are summarised in Schedule 2.

The Company is proposing to grant the Moreno Securities to Mr Moreno (or his nominee) to align his interests with the interests of Shareholders. The issue of the Moreno Securities (and the subsequent issue of Shares if the vesting conditions for the Performance Rights are met) is a cost effective form of remuneration when compared to the payment of cash consideration.

Consistent with the desire to minimise cash expenditures, the Board believes that having regard to the Company's current cash position and in order to compensate Mr Moreno in line with current market practices, Performance Rights provide an appropriate and meaningful remuneration component to Directors that is aligned with Shareholder interests.

The Moreno Securities will be granted for nil cash consideration. Vesting of the Performance Rights is subject to the vesting condition set out below prior to the expiry date which is three years from the date of grant.

Resolution 5A seeks Shareholder approval for the issue of the 500,000 Shares to Mr Moreno pursuant to Listing Rule 10.11. Shareholder approval is required under Listing Rule 10.11 to issue the Shares to Mr Moreno because he is a Director of the Company.

Resolution 5B seeks Shareholder approval for the issue of the 500,000 Tranche 9 Performance Rights to Mr Moreno pursuant to Listing Rule 10.14. Shareholder approval is required for the grant of the Performance Rights to Mr Moreno under Listing Rule 10.14 because Mr Moreno is a Director.

As Shareholder approval is sought under Listing Rules 10.11 and 10.14, approval under Listing Rule 7.1 is not required. Accordingly, the issue of the Moreno Securities to Mr Moreno will not reduce the Company's 15% capacity for the purposes of Listing Rule 7.1.

Resolution 5 is an ordinary resolution.

Listing Rules 10.13 and 10.15 provide that the following information be provided to Shareholders for the purpose of obtaining Shareholder approval pursuant to Listing Rules 10.11 and 10.14 respectively:

- (a) the maximum number of Securities to be granted to Mr Moreno (or his nominee) is 500,000 Shares and 500,000 Tranche 9 Performance Rights.
- (b) the 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.
- (c) the Performance Rights will be granted with the vesting condition and milestone date set out below:

Class	Vesting Condition	Milestone Date
Tranche 9	Continuous employment with the Company until 31 December 2018	31 December 2018

The Performance Rights will expire at 5.00pm on the date that is three years from the date of grant of the Performance Rights.

If a performance condition of a Performance Right is not achieved by the milestone date then the Performance Right will lapse. Further terms and conditions of the Performance Rights are set out in the summary of the Performance Rights in Schedule 2.

- (d) The Moreno Securities will be issued for nil consideration. Upon exercise of the Performance Rights, Shares will be issued on a one for one basis on the same terms as the Company's existing Shares.
- (e) Under the Performance Rights Plan, only eligible employees or their nominees (subject to Board approval) are entitled to participate in the Performance Rights Plan. Each of the Directors, Messrs. Legudi, Moreno, Grice and Glovac are eligible employee for the purposes of the Performance Rights Plan.
- (f) No Performance Rights have been granted under the Performance Rights Plan to date.
- (g) Mr Moreno is a related party of the Company by virtue of being a Director.
- (h) A voting exclusion statement is included in the Notice.
- (i) The Company will issue the Shares 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).
- (j) The Company will issue the Performance Rights no later than 12 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).

Board Recommendation

The Board recommends that Shareholders vote in favour of Resolutions 5A and 5B. The Chairman of the meeting intends to vote undirected proxies in favour of Resolutions 5A and 5B.

Resolution 6: Adoption of Robo 3D Employee Option Plan

Background

Resolution 6 seeks Shareholder approval for the establishment of the Robo 3D Limited Employee Option Plan (**Option Plan**) for the purposes of the Corporations Act, for Listing Rule 7.2, Exception 9(b) and for all other purposes.

The aim of the Option Plan is to allow the Board to attract, motivate and retain eligible Employees, who in the Board's opinion, are dedicated and will provide ongoing commitment and effort to the Company. It is considered that the adoption of the Option Plan and the future issue of Options under the Plan will provide selected participants with the opportunity to participate in the future growth of the Company. Under the Company's circumstances, the Directors consider that incentives to eligible Employees through the grant of Options is cost effective and efficient for the Company.

A summary of Listing Rule 7.1 is provided above. Listing Rule 7.2, Exception 9(b) sets out an exception to Listing Rule 7.1, which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the scheme as an exception to Listing Rule 7.1.

This is the first approval sought under Listing Rule 7.2 Exception 9(b) with respect to the Option Plan. There have not been any Options granted under the Option Plan to date.

The key features of the Option Plan are as follows:

- (a) The Board will determine the number of Plan Options to be granted to eligible Employees (or their Permitted Nominees) and the vesting conditions, expiry date and the exercise price of the Plan Options in its sole discretion.
- (b) The Plan Options are not transferable unless vested and with the prior written approval of the Board and provided that the transfer complies with the Corporations Act.
- (c) Subject to the Corporations Act and the Listing Rules, the Board will have the power to amend the Option Plan as it sees fit.

A detailed overview of the terms of the Option Plan is attached in Schedule 3. A copy of the Option Plan can be obtained by contacting the Company.

Resolution 6 seeks Shareholder approval for future issues of Options under the Option Plan for the purposes of Exception 9(b) of Listing Rule 7.2 over the three year period from the date of the Meeting.

Resolution 6 is an ordinary resolution.

Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 6. The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 6.

Resolution 7: Approval to Issue Shares

As announced to the ASX on 15 June 2018 the Company intends to conduct a placement of 130,000,000 fully paid ordinary shares (**June 2018 Placement Shares**) to professional and sophisticated and other exempt investors at an issue price of \$0.025 (2.5 cents) per share to raise \$3,250,000 before costs of the issue (**June 2018 Placement**).

The funds raised from the June 2018 Placement will be used to fund the cash component of Acquisition; accelerate the Company's sales and marketing activities; align MSK curriculum to meet education standards in key international markets; fund inventory purchases and new product development; repay debts and other financing costs and cover ongoing working capital requirements of the Company.

Given the Placement Shares to be issued under Resolution 7 will exceed the 15% threshold set out in Listing Rule 7.1 and none of the exceptions contained in Listing Rule 7.2 apply, Shareholder approval is required under Listing Rule 7.1. A summary of Listing Rule 7.1 is provided above

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 Shares which may be issued under Resolution 7 is 130,000,000 Shares;
- (b) the June 2018 Placement Shares will be issued at an issue price of \$0.025 (2.5 cents) per Share to raise \$3,250,000 before costs of the issue;
- (c) the June 2018 Placement Shares will be issued to new and existing sophisticated and professional investors, introduced by, or clients of, Astrion Capital Pty Ltd and Velocity Trade Limited, none of whom will be a related party of the Company;
- (d) the June 2018 Placement Shares may 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).
- (e) subject to paragraph (d) the June 2018 Placement Shares will be issued progressively;
- (f) the June 2018 Placement Shares will be fully paid ordinary shares of the Company and rank equally with the Company's existing shares on issue;
- (g) the funds raised from the issue of the June 2018 Placement Shares will be used to fund the cash component of Acquisition; accelerate the Company's sales and marketing activities; align MSK curriculum to meet education standards in key international markets; fund inventory purchases and new product development; repay debts and other financing costs and cover ongoing working capital requirements of the Company; and
- (h) a voting exclusion statement is included in the Notice.

Resolution 7 is an ordinary resolution.

Board Recommendation

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

Resolution 8: Approval to Issue Consideration Shares

Background

On 15 June 2018, the Company announced that it had, through its wholly owned subsidiary, Robo 3D inc., executed an Asset Purchase Agreement ("**Acquisition Agreement**") to acquire the MyStemKits business of developing and licensing technology and software for standards-driven instruction and 3D printable manipulatives to align the STEM curriculum of science technology engineering and math in a K-12 curriculum ("**MSK**") from MyStemKits, LLC ("**Acquisition**").

Under the terms of the Acquisition Agreement, the Company has agreed to pay cash and issue the Consideration Shares as consideration to MSK.

Overview of MSK

MSK was established in 2013 and has grown into a leading USA "EdTech" business that develops and markets the world's largest library of STEM curriculums incorporating 3D printed project kits for K-12 schools, all aligned to USA national science ("**NGSS**") and mathematics ("**Common Core**") standards. It was recently recognised as a finalist for the best STEM Solution by EdTech Digest at the 2018 EdTech Awards.



Case Study - Windfarm Kit

- Kit provides sample wind farm blades and instructions on how students can create their own using 3D printing software, such as Tinkercad.
- Uses a fan to test the efficiency of each design as it lifts a weight.
- Classes build and test students' designs to determine the optimal blade which balances cost and efficiency. They investigate surface area, renewable energy sources, and the iterative design process.

<p>Recent shift to commercialisation delivering strong revenue.</p>	<ul style="list-style-type: none"> • Direct sales commenced in late 2017 with resellers including Dremel, Konica Minolta, Synnex, and education-focused reseller EduTech in the UAE. • Access to MSK platform and lesson plans are sold to schools on an annual license basis, typically US\$10-15 per student per annum depending on the size of the school. • In 2017, MSK generated unaudited revenue US\$2.0 million (A\$2.66m) including US\$0.6 million (\$0.73 million) of license revenue and US\$0.8 million (A\$1.08 million) in EBITDA.
<p>Developed and extensively tested in the classroom by Leading academic researchers.</p>	<ul style="list-style-type: none"> • Curriculum developed over 5 years in conjunction with the Florida Center for Research in Science, Technology, Engineering & Mathematics ("FCR-STEM") within the Learning Systems Institute at Florida State University ("FSU"), a leading research and development centre for maths and science teaching and learning. • FCR-STEM was awarded over US\$100m in contracts and grants since its inception in 2007 to support the research and development initiatives including those related to the development and testing of MSK. • Research partnership with FCR-STEM will continue post-Acquisition under new License Agreement for the development of new lesson plans and curriculum, including computer science subject matter.
<p>Proven market acceptance by educators and administrators.</p>	<ul style="list-style-type: none"> • MSK's lesson plans have been used by over 2,000 teachers in the USA (mostly Florida), with 335 annual subscriptions sold in 2017 that are due for renewal in second half of 2018. • Initial launch focused on schools and teachers in Florida, where MSK and FSU have achieved outstanding results highlighted by the following feedback from users: 97% would recommend to other teachers, 96% rate it as highly engaging, and 92% of customers say it is easy to use.
<p>Incorporates 3D printing of manipulatives for highly engaging</p>	<ul style="list-style-type: none"> • MSK provides access to lesson plans and accompanying 3D files that can be used to 3D print project kits to complement a wide range of K-12 STEM lessons. • 3D printed manipulatives shown to increase teacher and student engagement and are a very cost effective solution compared to traditionally manufactured project kits (up to 90% cost savings).

STEM lessons and projects.	<ul style="list-style-type: none"> • Strong pipeline of new lesson plans for existing subject matter and expansion into new Computer Science subjects. Each curricular lesson comprises: <ul style="list-style-type: none"> ○ Lesson plan ○ Teacher guide ○ Student assessments ○ Student activities and handouts ○ Ready-to-print 3D model (or pre-printed physical models if requested)
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Strategic Rationale

The digital economy is driving investment in the education of 21st century skills such as problem solving, design thinking, and collaborative learning in schools. Along with coding and robotics, 3D printers are emerging as critical STEM education teaching tools to prepare students for the new digital world, leading to an increased adoption of 3D printing technologies in K-12 schools.

Alongside complementary curriculum such as MSK, the Company's 3D printers form an integral part of the infrastructure in schools, training colleges, universities, and the rapidly growing out-of-school programs. As announced to ASX on 14 March 2018, the Company has focused significant resources on expanding its presence into education to deliver a "turnkey" education solution. The Acquisition of MSK delivers a compelling addition to its existing education portfolio.

Delivers market-leading end-to-end solution for 3D printing in education.	<ul style="list-style-type: none"> • c. 100,000 K-12 schools in USA with c. 5m teachers educating 50m+ students. • Addressable market for STEM curriculum is estimated at c. US\$1.25 billion p.a. • Currently a gap in the market for high quality standards-driven curriculum that integrates 3D printing across multiple subject areas and age groups. • The Company's printers and filament along with a complementary MSK curriculum and professional development and training will be a major differentiator. • Competing 3D printing companies feature individual lesson plans (if any at all) and none have been developed by organisations specialising in curriculum research.
Tuck-in IP Acquisition accelerates market expansion	<ul style="list-style-type: none"> • Tuck-in IP asset purchase is faster, easier and cheaper than developing in-house. • Estimated to save a minimum of two years development effort. • Ongoing lesson development to continue via contract with FCR-STEM for development of new lesson plans and content.
Expand revenue opportunity from the Company's customer base.	<ul style="list-style-type: none"> • The Company has sold to over 500 schools in the USA so immediate opportunity to directly target these schools and cross-sell MSK plus professional development courses. • In addition, the Company can leverage MSK into its USA-wide value-added reseller network by adding high margin, multi-year MSK software offering.
Increase MSK penetration across USA and internationally.	<ul style="list-style-type: none"> • Majority of revenue for MSK has been generated from schools in Florida. • The success of MSK in Florida validates the MSK offering, and will provide the blueprint for roll-out across other USA states. • Further expansion opportunities exist for expansion in key international markets.
Improves cash flow and working capital.	<ul style="list-style-type: none"> • Subscription to MSK is sold in annual licenses typically payable upfront providing high margin sales with strong cash flow generation. • Recurring nature of software licenses provides strong visibility of revenue, and positions the Company for upgrade printer sales.
Improves the Company's positioning for large tender and grant funding opportunities.	<ul style="list-style-type: none"> • Software and hardware bundling substantially improves probability of securing large contracts with school districts throughout the USA. • Large corporates have identified STEM skills shortages as a major risk to their business models, and have allocated significant funds towards funding STEM education programs (e.g. Verizon has a US\$400m fund for STEM education).
Accelerates pathway to breakeven	<ul style="list-style-type: none"> • Based on sales pipeline and software renewals, the Company expects MSK to be self-funding from completion of the Acquisition. • Significant cost synergies realised on day 1 via the transfer of only three full-time employees mitigating cost expansion risk. • The addition of a profitable MSK business and the expected revenue uplift opportunities are expected to accelerate the Company's pathway to breakeven.

Overview of the Acquisition

The material terms and conditions of the Acquisition Agreement are as follows:

- (a) The Company will acquire the MSK business.
- (b) The consideration for the Acquisition will be US\$2.0million (A\$2.63million) comprising:
 - a. a cash payment of US\$1.2million (A\$1.58million); and
 - b. the issue of such number of Shares calculated by dividing the Australian dollar equivalent of US\$0.8 million (using the US\$:AUD\$ conversion rate as published by Bloomberg on the date of completion of the Acquisition) by the 5 trading day VWAP of Shares immediately preceding the date of completion of the Acquisition.
- (c) The Consideration Shares will be subject to a voluntary escrow period of 12 months from the date of completion of the Acquisition.
- (d) For a period of five years from completion of the Acquisition, the Company will pay an amount in cash of 5% of the revenue that the Company receives from the sale or license of the software for 3D printable manipulatives to align with STEM curriculum acquired in connection with the MSK business.
- (e) Three full-time employees of MSK will transfer to Robo 3D Inc as part of the Acquisition, while a services agreement will be executed to provide additional technical resources on an "as required" basis for those employees not transferring with the Acquisition.
- (f) Completion of the Acquisition is subject to a number of conditions including:
 - a. Robo obtaining all approvals required to implement the Acquisition including Shareholder approval of the issue of the Shares;
 - b. Amendment of the licence agreement with the Learning Systems Institute at Florida State University ("FSU") to extend the term of that agreement (to be effected by the Company and FSU executing a replacement license agreement (see below));
 - c. Robo completing a capital raising of a minimum of \$2.0 million (which will be satisfied by completion of the June 2018 Placement);
 - d. MSK issuing an invoice to the Florida State University for at least US\$300,000;
 - e. Robo entering into employment agreements with the employees who are transferring from MSK.
- (g) The Company has agreed to make employment offers to three employees of the MSK business with effect from completion of the Acquisition.
- (h) Following completion of the Acquisition, the parent company of the vendor of the MSK business will provide transition services and technical resources to the Company on an "as required" basis.
- (i) Non-competition clause preventing the MSK vendor from competing with the MSK business for a period of three years from completion of the Acquisition.
- (j) The MSK vendor has given warranties and representations in favour of the Company which are customary for a transaction of this nature.

Robo has received confirmation from ASX that Listing Rules 11.1.2 and 11.1.13 do not apply to the proposed Acquisition.

As noted above, the Company has entered into a license agreement with FSU to license the intellectual property in the "K-12 Lessons using 3D Printing and MySTEMKits" and any product, processes, apparatus, kits or components for which the manufacture, sale or use is covered by FSU's copyright ("**Licensed Content**") on the following key terms:

- (a) FSU has granted the Company an exclusive license to copy, distribute, display, perform, make, use and sell products and services incorporating the Licensed Content in the manufacture and sale of educational kits of 3D printed models and curriculum, worldwide.
- (b) The license agreement is for a term of five years from execution automatically renewing for further five year terms unless the Company advises otherwise.
- (c) The Company can terminate the license agreement at any time by giving 60 days written notice of termination. FSU can terminate the license agreement for cause (including the Company failing to meet any payment or reporting requirement or the Company not diligently developing and commercialising products and services using the Licensed Content) by giving 30 days written notice and provided the

Company does not remedy the problem within that 30 day period, or immediately if the Company fails on two separate occasions to pay expenses when due in any consecutive three year period.

- (d) The Company will pay FSU a royalty equal to 10% of the net sales of products sold by the Company that incorporate the Licensed Content.

Resolutions 7 seeks shareholder approval pursuant to Listing Rule 7.1 for the issue of the Consideration Shares.

Given the Consideration Shares to be issued under Resolution 8 will exceed the 15% threshold set out in Listing Rule 7.1 and none of the exceptions contained in Listing Rule 7.2 apply, Shareholder approval is required under Listing Rule 7.1. A summary of Listing Rule 7.1 is provided above

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 total number of Shares which may be issued under Resolution 8 will be that number of Shares calculated by dividing the Australian dollar equivalent of US\$0.8 million (using the US\$:AUD\$ conversion rate as published by Bloomberg on the date of completion of the Acquisition) by the 5 trading day VWAP immediately preceding the date of completion of the Acquisition.

For illustrative purposes, the following table sets out the potential number of Shares that may be issued at different issue prices:

	Number of Shares
5 day VWAP of A\$0.020 (US\$0.015) ¹	54,215,234
5 day VWAP of A\$0.025 (US\$0.018) ¹	43,372,188
5 day VWAP of A\$0.030 (US\$0.022) ¹	36,143,490
5 day VWAP of A\$0.035 (US\$0.26) ¹	30,980,134

1. Based on the A\$/US\$ exchange rate of 0.7378 on 5 July 2018 (being the exchange rate on the date before the date of this Notice).
- (b) the Consideration Shares will be issued to MSK (or its nominee) who is not a related party of the Company;
- (c) the Company will issue the Consideration Shares no later than three months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and it is intended that all of the Consideration Shares will be issued on the same date, being the date of completion of the Acquisition;
- (d) the Consideration Shares will be issued for nil cash consideration as they are being issued as part of the consideration for the Acquisition. Accordingly, no funds will be raised from the issue of the Consideration Shares;
- (e) the Consideration Shares will be fully paid ordinary shares of the Company and rank equally with the Company's existing shares on issue; and
- (f) a voting exclusion statement is included in the Notice.

Resolution 8 is an ordinary resolution.

Board Recommendation

The Board unanimously recommends that the shareholders vote in favour of Resolution 8.

Resolutions 9 and 10: Approval of issue of Shares to Participating Directors

Background

The Company proposes to grant a total of 5,100,000 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 \$127,500 of remuneration owed to the Participating Directors as follows:

Name	Remuneration owed	Number of Shares ¹
Ryan Legudi	\$92,000	3,680,000
Tim Grice	\$35,500	1,420,000

1. The Company has determined the number of Shares to be issued to the Participating Directors based on the issue price of \$0.025 (2.5 cents) per Share under the June 2018 Placement.

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 9 and 10 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 9 and 10 is as follows:
 - a. Mr Ryan Legudi – 3,680,000 Shares; and
 - b. Mr Tim Grice – 1,420,000 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 \$127,500 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 of General Meeting.

Board Recommendation

The Board (other than Mr Ryan Legudi and Mr Tim Grice) recommend that the Shareholders vote in favour of Resolutions 9 and 10.

Resolution 11: Approval of issue of Shares to Denlin Nominees

Background

As announced on 15 June 2018, the Company has drawdown a further \$250,000 pursuant to the existing secured term loan with Denlin Nominees (an entity related to Mr Tony Grist) and extended the maturity date of the secured term loan to 31 July 2019. The Company has agreed to pay a facility extension fee of 10% of the amount drawn under the secured term loan. The Company has previously been granted a waiver of Listing Rule 10.1 by the ASX to the extent necessary to permit security to be granted over the assets of the Company and its operations in the US in favour of Denlin Nominees in respect of the secured term loan without the Company obtaining Shareholder approval (refer to the Company's ASX announcement on 4 December 2017). The Company notes that there will be no change to the security documents as a result of the extension of the secured term loan and accordingly, the previous waiver that was granted in 2017 remains valid.

The further \$250,000 drawdown pursuant to the secured term loan will be converted into 5,555,556 Shares (at an issue price of \$0.045 per Share), subject to Shareholder approval. In addition, the Company proposes to issue Denlin Nominees (or its nominee) 1,666,667 Shares in lieu of \$75,000 of the facility extension fee payable to Denlin Nominees by the Company (at an issue price of \$0.045 per Share).

As announced on 15 June 2018, it is proposed that Mr Tony Grist become a Director of the Company (subject to him completing due diligence on the Company before the Meeting and completion of the Acquisition and Placement) and as a result, Denlin Nominees is now a related party of the Company. Accordingly Shareholder approval is required under Listing Rule 10.11 to issue the 7,222,223 Shares (**Conversion Shares**) to Denlin Nominees (or its nominee).

If approval for the issue of the Conversion 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 Conversion Shares to Denlin Nominees pursuant to Listing Rule 10.11 means that these issues will not reduce the Company's 15% placement capacity under Listing Rule 7.1.

Resolution 11 is an ordinary resolution.

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 Conversion Shares will be issued to Denlin Nominees (or its nominee);
- (b) the maximum number of Shares the Company can issue to Denlin Nominees is 7,222,223 Shares;
- (c) the Company has determined the number of Shares to be issued to Denlin Nominees based on an issue price of \$0.045 (4.5 cents) per Share;
- (d) the Company will issue the Conversion Shares to Denlin Nominees or its nominee 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);
- (e) the Conversion Shares will be issued for nil consideration in payment of \$250,000 owing to Denlin Nominees pursuant to the secured term loan and \$75,000 of the facility extension fee payable to Denlin Nominees and accordingly no funds will be raised from the issue of the Conversion Shares;
- (f) Denlin Nominees is a related party of the Company by virtue of being a related entity of proposed Director, Tony Grist;
- (g) the Conversion 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;
- (h) as Shareholder approval is sought under Listing Rule 10.11, approval under Listing Rule 7.1 is not required; and
- (i) a voting exclusion statement is included in the Notice of General Meeting.

Board Recommendation

The Board recommends that Shareholders vote in favour of Resolution 11.

Resolution 12: Approval to Issue Shares

The Company seeks prior Shareholder approval under Listing Rule 7.1 for the issue of up to 20,000,000 Shares at an issue price of \$0.025 per Share.

A summary of Listing Rule 7.1 is provided above.

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 Shares which may be issued under the proposed general placement facility is 20,000,000 Shares;
- (b) the General Placement Facility Shares will be issued at an issue price of \$0.025 (2.5 cents);

- (c) the identities of the persons to whom the Company proposes issuing the General Placement Facility Shares are not currently known and have not been ascertained. It is envisaged that the General Placement Facility Shares, if the placement proceeds, will be issued at the discretion of the Directors to institutional, professional and sophisticated investors. None of these persons will be related parties of the Company;
- (d) the General Placement Facility Shares may 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).
- (e) subject to paragraph (d) the General Placement Facility Shares will be issued progressively;
- (f) the General Placement Facility Shares will be fully paid ordinary shares of the Company and rank equally with the Company's existing shares on issue;
- (g) the funds raised from the issue of the General Placement Facility Shares will be used to cover ongoing working capital requirements of the Company; and
- (h) a voting exclusion statement is included in the Notice.

Resolution 12 is an ordinary resolution.

Board Recommendation

The Board unanimously recommends that the shareholders vote in favour of Resolution 12.

GLOSSARY

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

“\$” means Australian Dollars;

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

“**AEST**” means Australian Eastern Standard 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;

“**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);

“**December 2017 Placement**” has the meaning given on page 7.

“**December 2017 Placement Participants**” means the participants in the December 2017 Placement being sophisticated and professional investors who are not related parties of the Company.

“**December 2017 Placement Shares**” has the meaning given on page 7.

“**Denlin Nominees**” means Denlin Nominees Pty Ltd ACN 108 235 918.

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

“**Employee**” means a person who is a full-time or permanent part-time employee or officer or director of the Company or such other person as the Board determines.

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

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

“**General Placement Facility Shares**” has the meaning given in Resolution 12.

“**Invitation**” means a written invitation to an Employee to participate in the Option Plan.

“**June 2018 Placement**” has the meaning given on page 13.

“**June 2018 Placement Shares**” has the meaning given on page 13.

“**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;

“**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;

“**Option Plan**” means the Robo 3D Limited Employee Option Plan.

“**Option Plan Rules**” means the rules of the Option Plan.

“**Participant**” means an Employee who has accepted an Invitation to participate in the Option Plan.

“**Permitted Nominee**” means a nominee of an Employee in whose favour the Board, at its sole discretion, has resolved to grant Plan Options.

“**Plan Options**” means Options granted to a Participant under the Option Plan.

“**Performance Right**” means a right to acquire a Share;

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

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

“**Schedule**” means a 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; and

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

“**Unlisted Option**” means Option exercisable at \$0.06 on or before the date that is three years from the date of grant and otherwise with the terms and conditions in Schedule 1.

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

Schedule 1 – Terms and Conditions of Unlisted 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 three (3) 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 – Summary of the Performance Rights Plan

- (a) The Company will seek Shareholder approval for Director and related party participation in accordance with Listing Rule 10.14.
- (b) Performance Rights will be granted for nil cash consideration, unless the Board determines otherwise (which will be no more than a nominal amount).
- (c) No amount will be payable on the exercise of Performance Rights.
- (d) The Plan does not set out a maximum number of Shares that may be made issuable to any one person or company.
- (e) The Company must have reasonable grounds to believe that the number of Shares to be issued on exercise of the Performance Rights when aggregated with the number of Shares issued or that may be issued as a result of offers made at any time during the previous three years under:
 - (i) an employee incentive plan of the Company covered by ASIC Class Order 14/1000; or
 - (ii) an ASIC exempt arrangement of a similar kind to an employee incentive scheme,does not exceed 5% of the total number of issued Shares at the time the invitation to acquire Performance Rights is made (but disregarding any securities issued as the result of an offer that can be disregarded in accordance with ASIC Class Order 14/1000).
- (f) The Shares to be issued following the Performance Rights vesting conditions being satisfied, will be issued on the same terms as the fully paid, ordinary shares of the Company and will rank equally with all of the Company's then existing Shares.
- (g) The Performance Rights granted under the Plan will be subject to vesting conditions determined by the Board from time to time and expressed in a written offer made by the Company to the Eligible Employee which is subject to acceptance by the Eligible Employee within a specified period. The vesting conditions may include one or more of (i) service to the Company of a minimum period of time (ii) achievement of specific performance conditions by the Participant and/or by the Company or (iii) such other performance conditions as the Board may determine and set out in the offer. The Board determines whether vesting conditions have been met.
- (h) Performance Rights will have an expiry date as the Board may determine in its absolute discretion and specify in the offer to the Eligible Employee.
- (i) The vesting conditions of Performance Rights will have a milestone date as determined by the Board in its absolute discretion and will be specified in the offer to the Eligible Employee. The Board shall have discretion to extend a milestone date. Performance Rights will not be listed for quotation. However, the Company will make application to ASX for official quotation of all Shares issued on vesting of the Performance Rights within the period required by the Listing Rules.
- (j) The Performance Rights are not transferable unless the Board determines otherwise or the transfer is required by law and provided that the transfer complies with the Corporations Act.
- (k) If a vesting condition of a Performance Right is not achieved by the earlier of the milestone date or the expiry date then the Performance Right will lapse. An unvested Performance Right will also lapse if the Participant ceases to be an Eligible Employee for the purposes of the Plan by reason of resignation, termination for poor performance or termination for cause (unless the Board determines otherwise).
- (l) Under the Plan, if the Participant ceases to be an employee of the Company Group for any reason other than those reasons set out in (m), including (but not limited to) upon the retirement, total and permanent disability, redundancy, death of a Participant or termination by agreement then in respect of those Performance Rights which have not satisfied the vesting condition but have not lapsed, then the Participant shall be permitted to continue to hold those Performance Rights as if the Participant was still an Eligible Employee except that any continuous service condition will be deemed to have been waived (unless the Board determines otherwise).
- (m) If a Participant acts fraudulently or dishonestly, is in breach of his or her obligations to the Company and its related bodies corporate or has done an act which has brought the Company or any of its related bodies corporate into disrepute, or the Company becomes aware of a material misstatement or omission in the financial statements in relation to the Company Group, a Participant is convicted of an offence in connection with the affairs of the Company Group or a Participant has judgment entered against him in any civil proceedings in respect of the contravention of his duties at law in his capacity as an employee or officer of the Company Group, the Board will have the discretion to deem any Performance Rights to have lapsed.
- (n) If in the opinion of the Board, Performance Rights vested as a result of the fraud, dishonesty or breach of obligations of either the Participant or any other person and in the opinion of the Board, the Performance Rights would not have otherwise vested; or the Company is required by, or entitled under, law to reclaim an overpaid bonus or other amount from a Participant, then the Board may determine

(subject to applicable law) any treatment in relation to the Performance Rights or Shares to comply with the law or to ensure no unfair benefit is obtained by the Participant.

- (o) Where there is an event that the Board considers may result in a change of control of the Company (**Change of Control Event**), the Board may in its discretion determine that all or a specified number of the Participant's Performance Rights vest or cease to be subject to restrictions (as applicable) although the Board may specify in an offer to a Participant that a different treatment will apply if a Change of Control Event occurs.
- (p) Unless the Board determines otherwise, if a Change of Control Event occurs, any restrictions on dealing imposed on vested Performance Rights will cease to have effect.
- (q) There are no participating rights or entitlements inherent in the Performance Rights and Participants will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Performance Rights.
- (r) If the Company makes an issue of Shares pro rata to existing Shareholders there will be no adjustment to the number of Shares which must be allocated on the exercise of a Performance Right.
- (s) 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) the number of Shares which must be allocated on the exercise of a Performance Right will be increased by the number of Shares which the Participant would have received if the Performance Right had vested before the record date for the bonus issue.
- (t) If there is any reorganisation of the issued share capital of the Company, the rights of the Performance Rights holder may be varied to comply with the Listing Rules which apply to a reorganisation of capital at the time of the reorganisation.

Schedule 3 – Summary of the Option Plan

- (a) The Directors, at their discretion, may issue Plan Options to Participants at any time, having regard to relevant considerations such as the Participant's past and potential contribution to the Company, and their period of employment with the Company.
- (b) Participants in the Option Plan are full-time or part-time employees of the Company or a related body corporate (which includes Directors, the Company Secretary and officers) or such other persons as the Board determines, or their Permitted Nominees. The Company will seek Shareholder approval for Director and related party participation in accordance with Listing Rule 10.14.
- (c) The Option Plan is administered by the Directors of the Company, who have the power to:
 - (i) determine appropriate procedures for administration of the Option Plan consistent with its terms;
 - (ii) resolve conclusively all questions of fact or interpretation in connection with the Option Plan;
 - (iii) delegate the exercise of any of its powers or discretions arising under the Option Plan to any one or more persons for such period and on such conditions as the Board may determine; and
 - (iv) suspend, amend or terminate the Option Plan.
- (d) Plan Options must be granted for nil monetary consideration or no more than nominal monetary consideration.
- (e) The exercise price of the Plan Options shall be determined by the Board (in its discretion) and specified in the Invitation.
- (f) The Board may determine (in its discretion) and specify in an Invitation that a Participant may, at their election, elect to pay the exercise price for a Plan Option by setting off the exercise price against the number of Shares which they are entitled to receive upon exercise (**Cashless Exercise Facility**). By using the Cashless Exercise Facility, the Participant will receive Shares to the value of the surplus after the exercise price has been set off. If a Participant elects to use the Cashless Exercise Facility, the Participant will only be issued that number of Shares (rounded down to the nearest whole number) as are equal to the value of the difference between the exercise price otherwise payable for the Plan Options and the then market value of the Shares at the time of exercise (determined as the volume weighted average price of Shares on the ASX over the five trading days prior to exercise).
- (g) The Company must have reasonable grounds to believe that the number of Shares to be received on exercise of the Options when aggregated with the number of Shares issued or that may be issued as a result of offers made at any time during the previous three years under:
 - (i) an employee incentive plan of the Company covered by ASIC Class Order 14/1000; or
 - (ii) an ASIC exempt arrangement of a similar kind to an employee incentive scheme,does not exceed 5% of the total number of issued Shares at the time the invitation to acquire Options is made (but disregarding any offer of Options that can be disregarded in accordance with relevant ASIC class order or legislative instruments).
- (h) The Shares to be issued on exercise of the Plan Options will be issued on the same terms as the fully paid ordinary shares of the Company and will rank equally with all of the Company's then existing Shares.
- (i) The Board may determine the time periods or performance hurdles after which the Plan Options will vest and the percentage of Plan Options issued which will vest at each particular time. The Option Plan provides for the release of vesting conditions at the Board's discretion in the event of a change of control of the Company.
- (j) The Option Plan includes customary "good leaver"/"bad leaver" provisions which apply where a Participant ceases to be an Employee.
- (k) A Plan Option must be exercised (if at all) not later than its expiry date and may only be exercised at any time after the Plan Option has vested. The Board may determine (in its absolute discretion) any further conditions of exercise consistent with the terms of the Option Plan.
- (l) Plan Options will not be listed for quotation. However, the Company will make application to ASX for official quotation of all Shares issued on exercise of the Plan Options as soon as practicable after their Issue Date.
- (m) The Plan Options are not transferable unless vested or with the prior written approval of the Board and provided that the transfer complies with the Corporations Act.

- (n) There are no participating rights or entitlements inherent in the Plan Options and Participants will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Plan Options.
- (o) If there is any reorganisation of the issued share capital of the Company, the rights of the Plan Option holder may be varied to comply with the Listing Rules which apply to a reorganisation of capital at the time of the reorganisation.



ROBO 3D LIMITED ACN 009 256 535

Lodge your vote:



By Mail:

Robo 3D Limited
Level 4, 100 Albert Road
South Melbourne VIC 3205

Alternatively, you can send your form via
Facsimile: +61 (0) 3 9077 9233
Email: admin@leydinfreyer.com.au

For all enquiries call:

Telephone: +61 (0) 3 9692 7222
Email: admin@leydinfreyer.com.au

Proxy Form

Instructions

1. Every shareholder has the right to appoint some other person or company of their choice, who need not be a shareholder, to attend and act on their behalf at the meeting. If you wish to appoint a person or company other than the Chairman, please insert the name of your proxyholder(s) in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name that appears on the proxy.
4. If a shareholder appoints two proxies, each proxy may be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.
5. Completion of a proxy form will not prevent individual shareholders from attending the Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.
6. To be effective, proxies must be delivered by shareholders as follows:
Shareholders must deliver (by hand or mail) their proxies prior to 10.00am (AEST) on 4 August 2018 to Level 4, 100 Albert Road, South Melbourne VIC 3205, by facsimile at +61 (0) 3 9077 9233 or by email to admin@leydinfreyer.com.au. However the Company reserves the right to accept proxies received after this time.
7. For the purposes of Regulation 7.11.37 of the Corporations Regulations the Company determines that shareholders holding shares at 7.00pm (AEST) on 4 August 2018 will be entitled to attend and vote at the Meeting.
8. The Chairman intends to vote in favour of all resolutions set out in the Notice of Meeting.
9. This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Meeting or other matters that may properly come before the Meeting.
10. This proxy should be read in conjunction with the accompanying documentation provided by management of the Company.
11. The shares represented by this proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any poll that may be called for, and if the shareholder has specified a choice in respect of any matter to be acted upon, the shares will be voted accordingly.

Attending the Meeting

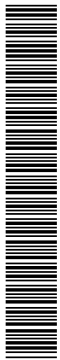
Please bring this form to assist registration. If a representative of a corporate shareholder or proxy is to attend the meeting you will need to provide the 'Appointment of Corporate Representative' form prior to admission. This may be obtained from the Company by contacting the Company Secretary via telephone on +61 (0) 3 9692 7222 or email admin@leydinfreyer.com.au.

Turn over to complete the form →



ROBO 3D LIMITED ACN 009 256 535

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.



Form of Proxy

Please mark to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf



PLEASE NOTE: This proxy is solicited on behalf of the management of ROBO 3D LIMITED ACN 009 256 535 (the "Company") for use at the meeting of the shareholders of the Company to be held at Chartered Accountants Australia and New Zealand on Monday, 6 August 2018 at 10.00am (AEST) or any adjournment thereof (the "Meeting").

I/We being a member/s of Robo 3D Limited hereby appoint

the Chairman of the meeting

OR



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

or failing the individual(s) or body corporate(s) named, or 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 and to vote in accordance with the following directions at the Meeting and at any adjournment of that meeting.

Important – If the Chairman of the Meeting is your proxy or is appointed your proxy by default - The Chairman of the Meeting intends to vote all available proxies in favour of all Resolutions. If the Chairman of the Meeting is your proxy or is appointed your proxy by default, unless you indicate otherwise by ticking either the 'for', 'against' or 'abstain' box in relation to Resolutions 4, 5A, 5B, 6, 9 or 10, you will be authorising the Chairman to vote in accordance with the Chairman's voting intentions on Resolutions 4, 5A, 5B, 6, 9 or 10, even though those Resolutions are connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

STEP 2

Items of Business



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

If you wish to indicate how your proxy is to vote, please tick the appropriate places below.

FOR

AGAINST

ABSTAIN

	FOR	AGAINST	ABSTAIN
Resolution 1 – Ratification of Prior Issue of Shares under Listing Rule 7.1 capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Ratification of Prior Issue of Shares under Listing Rule 7.1A capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Approval to grant Unlisted Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Approval to Grant Performance Rights to Mr Ryan Legudi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5A – Approval to issue Shares to Mr Braydon Moreno	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5B – Approval to issue Performance Rights to Mr Braydon Moreno	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 – Approval of Robo 3D Employee Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 – Approval to Issue Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 – Approval to Issue Consideration Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 9 – Approval of Issue of Shares to Mr Ryan Legudi	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10 – Approval of Issue of Shares to Mr Tm Grice	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11 – Approval of Issue of Shares to Denlin Nominees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 12 – Approval to Issue Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no choice is specified, the shareholder is conferring discretionary authority on the proxy to vote at his or her discretion. However, the Chairman intends to vote all undirected proxies FOR each of the resolutions.

SIGN

Signing by member

This section **must** be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Member 1

Member 2 (if joint holding)

Member 3 (if joint holding)

/ /

Sole Director and Sole Secretary

Director/Company Secretary

Director

Date



Important

Please bring this form to the meeting to assist in registration.