

MINT PAYMENTS LIMITED

ACN 122 043 029

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Mint Payments Limited (*Company*) will be held at 2 pm, on Thursday the 30 March 2017 on Level 1, Pinaroo 4 Room, The Grace Hotel, 77 York Street, Sydney NSW 2000 New South Wales.

BUSINESS:

The following Resolutions will be proposed as ordinary resolutions.

1. Resolution 1: Ratification of previous share and option issue to institutional and sophisticated investors

To consider and, if thought fit, to pass, with or without amendment, the following resolution:

“That, for the purpose of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the issue of 50,632,909 shares and 20,253,164 options issued on the terms and conditions set out in the Explanatory Notes to this Notice of Meeting.”

Voting Exclusion: The Company will disregard any votes cast on Resolution 1 by a person who participated in the issue and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

2. Resolution 2: Approval of proposed share and option issue to institutional investor, UIL Limited

To consider and, if thought fit, to pass, with or without amendment, the following resolution:

“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, shareholders approve the proposed issue of 12,658,220 shares and 5,063,288 options issued on the terms and conditions set out in the Explanatory Notes to this Notice of Meeting.”

Voting Exclusion: The Company will disregard any votes cast on Resolution 2 by UIL Limited and any of its associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the

Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

3. **Resolution 3: Approval of proposed share and option issue to TAAJ Corporation Pty Ltd**

To consider and, if thought fit, to pass, with or without amendment, the following resolution:

“That, for the purpose of ASX Listing Rule 10.11 and for all other purposes, shareholders approve the proposed issue to TAAJ Corporation Pty Ltd, an entity associated with Directors, Alex and Andrew Teoh, of 12,658,220 shares and 5,063,288 options issued on the terms and conditions set out in the Explanatory Notes to this Notice of Meeting.”

Voting Exclusion: The Company will disregard any votes cast on Resolution 3 by TAAJ Corporation Pty Ltd and any of its associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

A vote on Resolution 3 must not be cast by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel (as defined below) details of whose remuneration are included in the remuneration report; or
- (b) a Closely Related Party (as defined below) of such a member.

However, a person described above may cast a vote on the resolution if:

- (c) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- (d) the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above.

Key Management Personnel has the same meaning as in the accounting standards and includes those persons with the authority and responsibility for planning, directing and controlling the activities of the Company (whether directly or indirectly) and includes any Director of the Company.

Closely Related Party of a member of the Key Management Personnel means:

- a spouse or child of the member; or
- a child of the member’s spouse; or
- a dependent of the member or of the member’s spouse; or
- anyone else who is one of the member’s family and may be expected to influence the member, or be influenced by the member, in the member’s dealings with the entity; or
- a company the member controls; or
- a person prescribed by the *Corporations Regulations 2011* (Cth).

By Order of the Board

David Owyong

David Owyong
Company Secretary
24 February, 2017

EXPLANATORY NOTES

These Explanatory Notes form part of the Notice of Meeting dated 24 February 2017 and should be read in conjunction with that Notice as these Explanatory Notes contain important information on the proposed Resolutions.

BACKGROUND

The Company announced to the ASX on 10 February 2017 that it had raised \$4,000,000 by way of placement to institutional and sophisticated investors, at an issue price of \$0.079 and that the Company would issue 50,632,909 ordinary shares (*Tranche 1*). In addition to the allotment of shares the Company also issued one free attaching option for each 2.5 shares subscribed for, being a total of 20,253,164 options. The terms of the options are set out in Annexure A to this Notice of Meeting. Those shares and options were allotted and issued on 16 February 2017. The Company does not intend to apply to quotation of the options.

The Company also announced to the ASX on 10 February 2017 that it proposed to raise a further \$2,000,000 (*Tranche 2*) by issuing 25,316,440 shares at an issue price of \$0.079, subject to shareholder approval at a General Meeting of the Company. In addition to the allotment of shares the Company also intends to issue, subject to shareholder approval, one free attaching option for each 2.5 shares subscribed for, being a total of 10,126,576 options. The Company does not intend to apply for quotation of the options.

The following resolutions relate to the ratification of the previous issue of shares and options to institutional and sophisticated investors via *Tranche 1* and the approval of the proposed issue of shares and options to institutional and sophisticated Investors via *Tranche 2* which includes TAAJ Corporation Pty Ltd, a company associated with Directors of the Company, Mr Alex Teoh and Mr Andrew Teoh.

1. **RESOLUTION 1 – RATIFICATION OF PREVIOUS SHARE AND OPTION ISSUE TO INSTITUTIONAL AND SOPHISTICATED INVESTORS**

The Company seeks to ratify the issue of 50,632,909 ordinary shares and 20,253,164 options pursuant to *Tranche 1* as described above.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number fully paid ordinary securities on issue at the commencement of that 12 month period without shareholder approval.

ASX Listing Rule 7.4 provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purposes of ASX Listing Rule 7.1.

Resolution 1 therefore seeks approval of the previous issue of 50,632,909 shares and 20,253,164 options to institutional and sophisticated investors for the purposes of Listing Rule 7.4 and for all other purposes.

The information to be provided to shareholders to satisfy Listing Rule 7.4 is specified in Listing Rule 7.5. Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the shares the subject of this Resolution:

- (a) 50,632,909 shares and 20,253,164 options were allotted;
- (b) the issue price was \$0.079 cents per share and the options were free attaching options and no further consideration was paid for the options;
- (c) the options are exercisable at an exercise price of \$0.079 cents from the date of issue until 16 August 2018. The ordinary shares issued upon exercise of the options are to rank equally in all respects with the Company's existing fully paid ordinary shares. Further terms as set out in in Annexure A
- (d) the shares issued were fully paid ordinary shares in the capital of the company issued on the same terms and conditions as the company's existing shares;
- (e) the shares and options were allotted and issued to institutional and sophisticated investors through Canaccord Genuity (Australia) Limited who acted as Lead Manager
- (f) the funds raised have been raised for:
 - (i) technology and product development and systems integration costs with financial institutions and Software-as-a-Service (SaaS) partners in Asia;
 - (ii) sales and marketing (pre-sales, business development & marketing) in Australia and Asia;
 - (iii) debt repayment; and
 - (iv) general working capital purposes

2. RESOLUTION 2 – APPROVAL OF PROPOSED SHARE AND OPTION ISSUE TO INSTITUTIONAL INVESTOR, UIL LIMITED

One of the proposed investors of Tranche 2 is UIL Limited (*UIL*) a substantial holder of securities in the Company (holding voting power of 17.8% of the total voting power in the Company). The Company seeks approval to issue 12,658,220 ordinary shares at an issue price of \$0.079 to UIL to raise approximately \$1,000,000. In addition to the allotment of shares the Company also intends to issue one free attaching option for each 2.5 shares subscribed for,

being a total of 5,063,288 options. The Company does not intend to apply for quotation of those options. Subject to this resolution being passed it is proposed that the shares and options are to be allotted and issued within three months from the date of approval. The funds to be raised under this Placement are to be utilised as detailed below.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number fully paid ordinary securities on issue at the commencement of that 12 month period without shareholder approval.

Resolution 2 therefore seeks approval for the proposed issue of 12,658,220 ordinary shares and 5,063,288 options to UIL for the purposes of ASX Listing Rule 7.1 and for all other purposes. The effect of giving such approval is to preserve the Company's 15% placement capacity. However, in the event that approval is not granted pursuant to Resolution 2, and subject to Resolution 1 being passed giving the Company adequate placement capacity, the Board retains the discretion to place the securities to UIL in any event.

The information to be provided to shareholders to satisfy Listing Rule 7.1 is specified in Listing Rule 7.3. Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the shares the subject of this Resolution:

- (a) 12,658,220 shares and 5,063,288 options are to be allotted;
- (b) the issue price was \$0.079 cents per share and the options were free attaching options and no further consideration was paid for the options;
- (c) the options are exercisable at an exercise price of \$0.079 cents from the date of issue until 16 August 2018. The ordinary shares issued upon exercise of the options are to rank equally in all respects with the Company's existing fully paid ordinary shares. Further terms as set out in in Annexure A.
- (d) the shares to be issued are fully paid ordinary shares in the capital of the company issued on the same terms and conditions as the company's existing shares;
- (e) the shares and options are to be allotted and issued to UIL Limited;
- (f) the shares and options will be issued by no later than 30 June 2017; and
- (g) the funds raised have been raised for:
 - (i) technology and product development and systems integration costs with financial institutions and Software-as-a-Service (SaaS) partners in Asia;
 - (ii) sales and marketing (pre-sales, business development & marketing) in Australia and Asia;
 - (iii) debt repayment; and
 - (iv) general working capital purposes

3. RESOLUTION 3 – APPROVAL OF PROPOSED SHARE AND OPTION ISSUE TO TAAJ CORPORATION PTY LTD

One of the proposed investors of Tranche 2 is TAAJ Corporation Pty Ltd (*TAAJ*), a company associated with directors Alex Teoh and Andrew Teoh. The Company is seeking approval to issue 12,658,220 ordinary shares at an issue price of \$0.079 to TAAJ to raise approximately \$1,000,000. In addition to the allotment of shares the Company also intends to issue one free attaching option for each 2.5 shares subscribed for, being a total of 5,063,288 options. The Company does not intend to apply for quotation of those options. Subject to this resolution being passed it is proposed that the shares and options are to be allotted and issued within one month from the date of approval. The funds raised under this Placement are to be utilised as detailed below.

Furthermore, ASX Listing Rule 10.11 requires that the Company does not issue equity securities such as shares or options to a 'related party' (as that term is defined by Listing Rule 19.12) without shareholder approval. TAAJ is an associated entity of Alex Teoh and Andrew Teoh, directors of the Company, and is therefore a related party within the meaning of ASX Listing Rules 10.11. If approval is given under ASX Listing Rule 10.11, approval is not required for the purposes of ASX Listing Rule 7.1 pursuant to Exception 14 in ASX Listing Rule 7.2.

The Board (excluding Alex Teoh and Andrew Teoh) have considered the terms of issue to TAAJ and are of the view, given that the issue is on the same terms and conditions as the issue to unrelated institutional and sophisticated investors on 16 February 2017, that the terms of issue to TAAJ are on terms that would be reasonable in the circumstances if the Company and TAAJ were dealing at arm's length. On that basis the Board (excluding Alex Teoh and Andrew Teoh) are of the view that section 210 of the Corporations Act applies, and shareholder approval pursuant to Chapter 2E of the Corporations Act is not required.

Resolution 3 therefore seeks approval for the proposed issue of 12,658,220 ordinary shares and 5,063,288 options to TAAJ for the purposes of ASX Listing Rule 10.11 and for all other purposes.

The information to be provided to shareholders to satisfy Listing Rule 10.11 is specified in Listing Rule 10.13. Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the shares the subject of this Resolution:

- (a) 12,658,220 shares and 5,063,288 options are to be allotted;
- (b) the issue price was \$0.079 cents per share and the options were free attaching options and no further consideration was paid for the options;
- (c) the options are exercisable at an exercise price of \$0.079 cents from the date of issue until 16 August 2018. The ordinary shares issued upon exercise of the options are to

rank equally in all respects with the Company's existing fully paid ordinary shares. Further terms as set out in in Annexure A.

- (d) the shares to be issued are fully paid ordinary shares in the capital of the company issued on the same terms and conditions as the company's existing shares;
- (e) the shares and options are to be allotted and issued to TAAJ Corporation Pty Ltd;
- (f) TAAJ is an associated entity of Alex Teoh and Andrew Teoh, directors of the Company;
- (g) the shares and options will be issued by no later than 30 April 2017; and
- (h) the funds raised have been raised for:
 - (i) technology and product development and systems integration costs with financial institutions and Software-as-a-Service (SaaS) partners in Asia;
 - (ii) sales and marketing (pre-sales, business development & marketing) in Australia and Asia;
 - (iii) debt repayment; and
 - (iv) general working capital purposes

Annexure A

Option Terms

1. Entitlement

- 1.1. Each Option entitles the Optionholder to subscribe for, and be allotted, one ordinary Share in the capital of the Company.
- 1.2. Shares issued on the exercise of Options will rank equally with all existing Shares on issue, as at the exercise date, and will be subject to the provisions of the Constitution of the Company and any escrow restrictions imposed on them by the ASX.

2. Exercise of Option

- 2.1. The Options are exercisable at any time from the date of issue.
- 2.2. The final date and time for exercise of the Options is 5pm (AEDT) on 16 August, 2018. If such date falls on a day that is not a Business Day, the final date will be the next Business Day.
- 2.3. The exercise price of each option is \$0.079 cents.
- 2.4. Each Option is exercisable by the Optionholder signing and delivering a notice of exercise of Option together with the exercise price in full for each Share to be issued upon exercise of each Option to the Company's Share Registry.
- 2.5. Remittances must be made payable to 'Mint Payments Limited' and cheques should be crossed 'Not Negotiable'.
- 2.6. All Options will lapse on the earlier of the:
 - (a) receipt by the Company of notice from the Optionholder that the Optionholder has elected to surrender the Option; and
 - (b) expiry of the final date and time for exercise of the Option by 16th August, 2018.
- 2.7. In the event of liquidation of the Company, all unexercised Options will lapse.

3. Quotation

- 3.1. The Company will not apply to the ASX for Official Quotation of the Options.
- 3.2. If the Shares of the Company are quoted on the ASX, the Company will apply to the ASX for, and will use its best endeavours to obtain, quotation of all Shares issued on the exercise of any

Options within 10 Business Days (as defined in the Listing Rules) of issue. The Company gives no assurance that such quotation will be granted.

4. Participation in Securities Issues

Subject to paragraph 5 below, the holder is not entitled to participate in new issues of securities without exercising the Options.

5. Participation in a Reorganisation of Capital

- 5.1. In the event of any reconstruction or reorganisation (including consolidation, sub-division, reduction or return of the capital of the Company), the rights of an Optionholder will be changed in accordance with the Listing Rules of the ASX applying to a restructure or reorganisation of the capital at the time of that restructure or reorganisation, provided always that the changes to the terms of the Options do not result in any benefit being conferred on the Optionholder which is not conferred on Shareholders of the Company.
- 5.2. In any reorganisation Options will be treated in the following manner:
- (a) in the event of a consolidation of the share capital of the Company, the number of Options will be consolidated in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;
 - (b) in the event of a subdivision of the share capital of the Company, the number of Options will be subdivided in the same ratio as the ordinary share capital of the Company and the exercise price will be amended in inverse proportion to that ratio;
 - (c) in the event of a return of the share capital of the Company, the number of Options will remain the same and the exercise price will be reduced by the same amount as the amount returned in relation to each ordinary share;
 - (d) in the event of a reduction of the share capital of the Company by a cancellation of paid up capital that is lost or not represented by available assets where no securities are cancelled the number of Options and the exercise price of each Option will remain unaltered;
 - (e) in the event of a pro-rata cancellation of shares in the Company, the number of Options will be reduced in the same ratio as the ordinary share capital of the Company and the exercise price of each Option will be amended in inverse proportion to that ratio; and
 - (f) in the event of any other reorganisation of the issued capital of the Company, the number of Options or the exercise price or both will be reorganised (as appropriate) in a manner which will not result in any benefits being conferred on the Optionholder which are not conferred on shareholders.

6. Adjustments to Options and Exercise Price

- 6.1. Adjustments to the number of Shares over which Options exist and/or the exercise price may be made to take account of changes to the capital structure of the Company by way of pro-rata bonus and cash issues.
- 6.2. The method of adjustment for the purpose of shall be in accordance with the Listing Rules of the ASX from time to time, which, under Listing Rules 6.22.2 and 6.22.3, currently provide:

(a) Pro Rata Cash Issues

Where a pro-rata issue is made (except a bonus issue) to the holders of underlying securities, the exercise price of an Option may be reduced according to the following formula:

$$O' = \frac{O - E [P - (S + D)]}{N + 1}$$

where:

- O' = the new exercise price of the Option.
- O = the old exercise price of the Option.
- E = the number of underlying securities into which one Option is Exercisable.
- P = the average market price per security (weighted by reference to volume) of the underlying securities during the 5 trading days ending on the day before the ex rights date or ex entitlements date.
- S = the subscription price for a security under the pro-rata issue.
- D = the dividend due but not yet paid on the existing underlying securities (except those to be issued under the pro-rata issue).
- N = the number of securities with rights or entitlements that must be held to receive a right to one new security.

(b) Pro-Rata Bonus Issues

If there is a bonus issue to the holders of the underlying securities, on the exercise of any Options, the number of Shares received will include the number of bonus Shares that would have been issued if the Options had been exercised prior to the record date for bonus issues. The exercise price will not change.

7. Takeovers and Schemes of Arrangement

- 7.1. If during the currency of any Options and prior to their exercise a takeover offer or a takeover announcement (within the meaning of the Corporations Act) is made to holders of Shares then within 10 Business Days after the Company becomes aware of the offer, the Company must forward a notice notifying the Optionholder of the offer and from the date of such notification, the Optionholder has 60 days within which to exercise the Options notwithstanding any other terms and conditions applicable to the Options or arrangement. If the Options are not exercised within 60 days after notification of the offer, the Options may be exercised at any other time according to their terms of issue.
- 7.2. If an offer for shares in the Company is made to Shareholders pursuant to a scheme of arrangement which has been approved in accordance with the Corporations Act, the Optionholder will be entitled to exercise Options held by it within the period notified by the Company.

8. Notices

Notices may be given by the Company to the Optionholder in the manner prescribed by the Constitution of the Company for the giving of notices to Shareholders and the relevant provisions of the Constitution of the Company will apply with all necessary modification to notices to be given to the Optionholder.

9. Rights to Accounts

The Optionholder will be sent all reports and accounts required to be laid before Shareholders in general meeting and all notices of general meeting of Shareholders, however, if the Optionholder is not a Shareholder, it will not have any right to attend or vote at these meetings.

GENERAL NOTES

Entitlement to Vote

The Company has determined in accordance with Part 7.11 of the Corporations Regulations that for the purpose of voting at the meeting, shares will be taken to be held by those persons recorded on the Company's register as at 7.00 pm Australian Eastern Daylight Time on 28 March 2017.

a) Corporate Representatives

For a corporate representative to vote, they will require a Certificate of Appointment of Corporate Representative executed in accordance with the *Corporations Act*.

b) Voting

On a show of hands, every member present in person or by proxy or by attorney or, in the case of a corporation, by duly appointed representative, shall have one vote and on a poll one vote for every share held provided that if a member appoints two proxies or two attorneys, neither proxy nor attorney shall be entitled to vote on a show of hands.

c) Proxies

A member entitled to attend and vote at the Annual General Meeting may appoint one or two persons to attend and vote at the meeting as the member's proxy. If you wish to appoint a second proxy you will need to complete a second form. Link Market Services will provide additional proxy forms upon request.

A proxy need not be a member. If two proxies are appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. If the vote split is not specified, it is deemed to be equally divided between the two proxies.

To be effective, proxy forms must be received by the registry:

In person:

Link Market Services Limited
1A Homebush Bay Drive
Rhodes NSW 2138
Or
Level 12 680 George Street,
Sydney NSW 2000

By mail
(reply paid envelope enclosed); Mint Payments Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia

By fax: Link Market Services
+61 2 9287 0309

By no later than 2:00 pm Australian Eastern Daylight Time on 28 March 2017.

You may submit your proxy form online at www.linkmarketservices.com.au. You will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) which is printed on the attached proxy form.

Shareholders and their proxies should note that new sections 250BB and 250BC of the Corporations Act apply to voting by proxy. In particular:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote as directed;
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- (c) if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll and must vote as directed; and
- (d) if the proxy is not the chair, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote as directed.

If a proxy is also a member, this subsection does not affect the way that the person can cast any votes they hold as a member.

If an appointment of a proxy specifies the way the proxy is to vote on a particular resolution and

- (a) the appointed proxy is not the chair of the meeting;
- (b) at the meeting, a poll is duly demanded on the resolution and either of the following applies:
 - (i) the proxy is not recorded as attending the meeting;
 - (ii) the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.



MINT PAYMENTS™

ACN 122 045 029

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
Mint Payments Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138

ALL ENQUIRIES TO
Telephone: 1300 554 474 Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Mint Payments Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Extraordinary General Meeting of the Company to be held at 2:00PM on Thursday, 30 March 2017 at Level 1, Pinaroo 4 Room, The Grace Hotel, 77 York Street, Sydney NSW 2000 (the Meeting) and at any postponement or adjournment of the Meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an X

Resolutions

Table with 3 columns: Resolutions, For, Against, Abstain*. Contains 3 rows of resolutions for voting.

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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Signature lines for Shareholder 1 (Individual), Joint Shareholder 2 (Individual), Joint Shareholder 3 (Individual), Sole Director and Sole Company Secretary, Director/Company Secretary (Delete one), Director.

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

MNW PRX1701A



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **2:00PM on Tuesday, 28 March 2017**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

Mint Payments Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)

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