



LogiCamms Limited

ABN 90 127 897 689

Notice of Annual General Meeting and Explanatory Statement

Venue: Mezzanine Level, 200 Mary Street, Brisbane

Date: Wednesday, 28 November 2018

Time: Commencing at 10.00am (Brisbane time)

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Key dates

The key dates for the AGM are set out below.

| Event | Date |
|---------------------------------------|--|
| Last day for receipt of proxies* | 10.00am (Brisbane time), Monday, 26 November 2018 |
| Snapshot time for eligibility to vote | 6.00pm (Brisbane time), Monday, 26 November 2018 |
| Annual General Meeting | 10.00am (Brisbane time), Wednesday, 28 November 2018 |

*Proxy Forms received after 10.00am (Brisbane time) on Monday, 26 November 2018 will be disregarded.

Questions

Shareholders are invited to contact the Company Secretary on +61 7 3058 7000 if they have any questions regarding the AGM.

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of LogiCamms Limited ABN 90 127 897 689 (**LogiCamms or Company**) will be held on the **Mezzanine Level at 200 Mary Street, Brisbane, Queensland** on **Wednesday, 28 November 2018** commencing at **10.00am (Brisbane time)**.

The Explanatory Statement, which accompanies and forms part of this Notice, contains information to assist Shareholders to decide how to vote on the matters to be considered at the Meeting.

Terms used in this Notice are defined in the Glossary in the Explanatory Statement.

Ordinary Business

Financial Report

To receive and consider the financial report of the Company and the reports of the Directors and auditors for the year ended 30 June 2018.

Resolution 1 – Adoption of Remuneration Report

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

"That, for the purposes of section 250R(2) of the Corporations Act, the remuneration report contained in the Directors' report for the year ended 30 June 2018 be adopted by the Company."

Please note that the vote on this resolution is advisory only, and does not bind the Directors or the Company.

Voting exclusion statement: In accordance with section 250R of the Corporations Act, a vote on this Resolution 1 must not be cast (in any capacity) by or on behalf of either of the following persons:

- a member of the Key Management Personnel whose remuneration details are included in the remuneration report; or
- a Closely Related Party of such member.

However, the above persons may cast a vote on Resolution 1 if:

- the person does so as a proxy; and
- the vote is not cast on behalf of a member of the Key Management Personnel whose remuneration details are included in the remuneration report of a Closely Related Party of such a member; and
- either:
 - the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on Resolution 1; or
 - the voter is the Chair of the Annual General Meeting and the appointment of the Chair as proxy does not specify the way the proxy is to vote on Resolution 1 and expressly authorises the Chair to vote as the proxy even if the Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel of the Company or, if the Company is part of a consolidated entity, for the entity.

Resolution 2 – Re-election of Mr Richard Robinson as a Director

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

"That, for the purposes of Listing Rule 14.4 and clause 6.3(b) of the Company's constitution, Mr Richard Robinson will retire by rotation, and being eligible, be re-elected as a Director of the Company."

Special Business

Resolution 3 – Issue of Shares to Mr Charles Rottier as nominee for CLR Consulting Pty Ltd

To consider, and if thought fit, to 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 35,532 Shares to Mr Charles Rottier as nominee for CLR Consulting Pty Ltd, an entity controlled by Mr Rottier, with such issue to occur promptly after the Meeting and in any event not later than 1 month after the Meeting, on the terms and conditions summarised in the Explanatory Statement."

Voting exclusion statement:

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- CLR Consulting Pty Ltd; and
- an Associate of CLR Consulting Pty Ltd (including, without limitation, Mr Charles Rottier).

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

Resolution 4 - Grant of Performance Rights to Mr Charles Rottier as nominee for CLR Consulting Pty Ltd

To consider, and if thought fit, to 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 grant of 150,000 Performance Rights to Mr Charles Rottier as nominee for CLR Consulting Pty Ltd, an entity controlled by Mr Rottier, with such grant to occur promptly after the Meeting and in any event not later than 1 month after the Meeting, on the terms and conditions summarised in the Explanatory Statement."

Voting exclusion statement:

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- CLR Consulting Pty Ltd; and
- an Associate of CLR Consulting Pty Ltd (including, without limitation, Mr Charles Rottier).

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- if it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

By order of the Board of Directors



David Shaw
Company Secretary

26 October 2018

Proxy Appointment, Voting and Meeting Instructions

Lodgement of Proxy Form

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be received:

By email: agm@logicamms.com
By hand: Level 14, 200 Mary Street, Brisbane QLD 4000
By mail: PO Box 3291, Brisbane GPO QLD 4000
By fax: +61 7 3058 7111

no later than 10.00am (Brisbane time) on Monday, 26 November 2018. Any Proxy Form received after that time will not be valid for the Annual General Meeting.

Appointment of a Proxy

A member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy may, but need not be, a member of the Company.

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a Shareholder of the Company.

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 Secretary on +61 7 3058 7000 or you may photocopy the Proxy Form.

To appoint a second proxy you must on each Proxy Form state (in the appropriate box) the percentage of your voting rights that are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

The Chairman of the Annual General Meeting acting as proxy

If a member directs the Chairman how to vote on an item of business, the Chairman must vote in accordance with the direction.

For proxies without voting instructions that are exercisable by the Chairman, **the Chairman intends to vote all available proxies in favour of each Resolution.**

In relation to each of the remuneration-related resolutions (being Resolutions 1[, 3 and 4]), if you appoint the Chairman of the meeting as your proxy, or the Chairman is appointed as your proxy by default, then unless you mark one of the voting instruction boxes for the relevant Resolution, **you will be taken to have expressly authorised the Chairman to vote in favour of that Resolution.**

Corporate Shareholders

Corporate Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

- two directors of the company;
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director who is also the sole company secretary – that director.

Votes on Resolution

You may direct your proxy how to vote by placing a mark in one of the boxes opposite the Resolutions. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolutions 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 Resolutions, and your proxy is not the Chairman, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on the Resolutions will be invalid.

Corporate Representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company or the Company's share registry, Link Market Services, before the Meeting or at the registration desk on the day of the Meeting. Certificates for the appointment of corporate representatives are available on request by contacting Link Market Services on telephone number +61 1300 554 474.

Voting Entitlement (Snapshot Time)

The Company's Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that all Shares of the Company that are quoted on ASX at 6.00pm (Brisbane time) on 26 November 2018 will, for the purposes of determining voting entitlements at the Annual General Meeting, be taken to be held by the persons registered as holding the Shares at that time. Transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Questions from Shareholders

At the Meeting the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management of the Company and the remuneration report.

Mr Michael Shewan of PricewaterhouseCoopers, as the auditor responsible for preparing the auditor's report for the year ended 30 June 2018 (or his representative), will attend the Meeting. The Chairman will also allow a reasonable opportunity for Shareholders to ask the auditor questions about:

- the conduct of the audit;
- the preparation and content of the auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

To assist the Board and the auditor of the Company in responding to questions please submit any questions you may have in writing to be received no later than 10.00am (Brisbane time) on 21 November 2018:

By email: agm@logicamms.com

By hand: Level 14, 200 Mary Street, Brisbane QLD 4000

By mail: PO Box 3291, Brisbane GPO QLD 4000

By fax: +61 7 3058 7111

As required under section 250PA of the Corporations Act, at the Meeting, the Company will distribute a list setting out any questions directed to the auditor received in writing by 10.00am (Brisbane time) on Wednesday, 21 November 2018, being questions that the auditor considers relevant to the content of the auditor's report or the conduct of the audit of the financial report for the year ended 30 June 2018. The Chairman will allow reasonable opportunity to respond to the questions set out on this list.

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company that is material to a decision on how to vote on the Resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary.

Financial Report

The Corporations Act requires the Directors' report, auditor's report and the financial statements of the Company for the year ended 30 June 2018 to be tabled at the Annual General Meeting.

Neither the Corporations Act nor the constitution requires a vote of Shareholders on the reports or financial statements. However, Shareholders will be given reasonable opportunity to raise questions on the reports and ask questions of the Company's auditor.

Resolution 1 – Adoption of Remuneration Report

The remuneration report is set out in the Directors' report in the Company's 2018 annual report on pages 13 to 20), which is available on the Company's website at www.logicamms.com.au.

The remuneration report contains information regarding:

- the remuneration policy of the Company;
- the structure of the remuneration of Directors and senior executives and how it aligns with the Company's performance; and
- the remuneration of Directors and senior executives for the year ended 30 June 2018.

The Corporations Act requires the Company to put a resolution to Shareholders that the remuneration report be adopted. Under section 250R(3) of the Corporations Act, the vote on the Resolution is advisory only and does not bind the Directors or the Company.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's Directors must go up for re-election.

Directors' recommendation and voting exclusion statement

The Directors recommend that Shareholders vote in favour of Resolution 1.

A voting exclusion statement is contained in the Notice.

Resolution 2 – Re-election of Mr Richard Robinson as a Non-Executive Director

Listing Rule 14.4 provides that a Director of the Company must not hold office (without re-election) past the third annual general meeting following the director's appointment.

Rule 6.3(b) of the Company's Constitution provides that a Director must retire from office no later than the longer of the third annual general meeting of the Company or three years following that Director's last election or appointment.

Mr Richard Robinson was last appointed to the Board on 24 November 2015 as a non-executive Director.

Consequently, in accordance with Listing Rule 14.4 and clause 6.3(b) of the Company's constitution, Mr Robinson must retire from office and is eligible for re-election.

Details of Mr Robinson's background and experience are contained in the Company's 2018 annual report.

Mr Robinson retires by rotation at this meeting and, being eligible, offers himself for re-election pursuant to Resolution 2.

Directors' recommendation

The Directors (apart from Mr Robinson) recommend that Shareholders vote in favour of the re-election of Mr Robinson pursuant to Resolution 2.

Resolution 3 – Issue of Shares to Mr Charles Rottier as nominee for CLR Consulting Pty Ltd

Purpose of Resolution

Due to the resignation of the Company's previous Chief Executive Officer effective 6 July 2018, and to advise the Group as required while the search for a suitable replacement Chief Executive Officer occurs, the Company engaged CLR Consulting Pty Ltd to provide periodic advisory services (with the services to be performed by Mr Charles Rottier, a non-executive director of the Company).

CLR Consulting Pty Ltd is a Related Party of the Company given it is controlled by a Director of the Company, namely Mr Charles Rottier.

It was a term of the agreement with CLR Consulting Pty Ltd that the consulting fee would be \$2,000.00 (exclusive of the GST) for each day of services provided, with 50% of the consulting fee to be paid to CLR Consulting Pty Ltd (or its nominee) in Shares of the Company for advisory services provided up to 30 September 2018. It is an express term of the agreement that this Share issue is subject to Shareholder approval and, if Shareholder approval is not given, that that portion of the fee will instead be paid in cash.

As at the date of this Notice, a total of \$14,000.00 (exclusive of the GST) is payable to CLR Consulting Pty Ltd. Of this amount \$7,000.00 (exclusive of the GST) has already been paid. 50% of the total amount to be satisfied by the issue of Shares to CLR Consulting Pty Ltd (or its nominee) is \$7,000.00.

The number of Shares to be issued to Mr Rottier as nominee for CLR Consulting Pty Ltd in satisfaction of the payment of \$7,000.00 will be calculated based on the volume weighted average price ("VWAP") of the Company's Shares over the relevant month in which the services were provided.

Regulatory requirements

ASX Listing Rules

ASX Listing Rule 10.11 requires the Company to obtain the approval of Shareholders before issuing securities to a related party of the Company. A related party includes a Director or an entity controlled by a Director.

Shareholder approval is required under Listing Rule 10.11 as the issue of Shares to Mr Rottier as nominee for CLR Consulting Pty Ltd is an issue to a Related Party. The information required to be provided to Shareholders is set out in the table below. Because approval is being sought under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

| Detail under Listing Rule 10.13 | |
|--|---|
| Name of the person: | Mr Rottier as nominee for CLR Consulting Pty Ltd. CLR Consulting Pty Ltd is an entity controlled by Mr Rottier, a Director, and hence a related party of the Company. |
| Maximum number of Shares: | 35,532 Shares |
| Date of issue of Shares: | The Shares are intended to be issued to Mr Rottier as nominee for CLR Consulting Pty Ltd promptly after the Meeting and in |

| | any event not later than 1 month after the Meeting (or such other date as is permitted by an ASX waiver of the ASX Listing Rules). | | | | | | | | | | | | |
|---|--|---------------------|------|---------------|-----------------|--------------|--------|--------------------|--------------|--------|--------------|---|---------------|
| Statement of relationship: | CLR Consulting Pty Ltd is a Related Party because it is controlled by a Director of the Company, Mr Charles Rottier. | | | | | | | | | | | | |
| Issue price of Shares: | <p>No price is payable by CLR Consulting Pty Ltd for the issue of the Shares. Instead, the Shares are proposed to be issued in satisfaction of 50% of the consulting fee to be paid to CLR Consulting Pty Ltd, namely \$7,000.00.</p> <p>The Shares are proposed to be issued based on the following VWAP calculated in accordance with the agreement with CLR Consulting Pty Ltd as follows:</p> <table border="1"> <thead> <tr> <th>Month & No. of Days</th> <th>VWAP</th> <th>No. of Shares</th> </tr> </thead> <tbody> <tr> <td>August – 4 days</td> <td>\$0.20326807</td> <td>19,678</td> </tr> <tr> <td>September – 3 days</td> <td>\$0.18922865</td> <td>15,854</td> </tr> <tr> <td>TOTAL</td> <td>-</td> <td>35,532</td> </tr> </tbody> </table> | Month & No. of Days | VWAP | No. of Shares | August – 4 days | \$0.20326807 | 19,678 | September – 3 days | \$0.18922865 | 15,854 | TOTAL | - | 35,532 |
| Month & No. of Days | VWAP | No. of Shares | | | | | | | | | | | |
| August – 4 days | \$0.20326807 | 19,678 | | | | | | | | | | | |
| September – 3 days | \$0.18922865 | 15,854 | | | | | | | | | | | |
| TOTAL | - | 35,532 | | | | | | | | | | | |
| Statement of the terms of issue: | <p>The Shares proposed to be issued pursuant to this resolution will:</p> <ul style="list-style-type: none"> • in all respects rank equally and carry the same rights and entitlements as other Shares on issue; • be issued in the name of Mr Charles Rottier as nominee for CLR Consulting Pty Ltd; and • will be issued as new shares. | | | | | | | | | | | | |
| Intended use of funds raised: | No funds will be raised as a result of the issue of Shares. | | | | | | | | | | | | |
| Voting exclusion statement | A voting exclusion statement is contained in the Notice. | | | | | | | | | | | | |

Corporations Act

Pursuant to Chapter 2E of the Corporations Act, a public company cannot give a financial benefit to a Related Party unless one of the exceptions in sections 210 to 216 of the Corporations Act apply or Shareholders have in a general meeting approved the giving of that financial benefit to a Related Party.

Section 210 of the Corporations Act provides an exception to the operation of Chapter 2E of the Corporations Act where the financial benefit is given to a Related Party on terms that would be reasonable in the circumstances if the public company and the Related Party were dealing at arm's length.

The Company considers that the terms of the agreement with CLR Consulting Pty Ltd, including the issue of the Shares under that agreement, to be reasonable as if the Company and CLR Consulting Pty Ltd were dealing at arm's length on the basis that the consulting fee is reasonable and the Shares are to be issued to CLR Consulting Pty Ltd (or its nominee) at the VWAP of Shares trading on the ASX as detailed in the table above and, as such, falls within the exception provided in section 210 of the Corporations Act.

Directors' recommendation

The Directors (other than Mr Rottier) recommend that Shareholders vote in favour of Resolution 3.

Resolution 4 – Grant of Performance Rights to Mr Charles Rottier as nominee for CLR Consulting Pty Ltd

Purpose of resolution

The Board has agreed to grant Performance Rights to Mr Charles Rottier, Non-Executive Director, as nominee for CLR Consulting Pty Ltd, subject to Shareholder approval.

The Performance Rights are to be granted in payment of 50% of the consulting fee to be paid to CLR Consulting Pty Ltd under the agreement referred to in the explanation of Resolution 3, for advisory services provided from 1 October 2018. It is an express term of the agreement that the grant of the Performance Rights is subject to Shareholder approval and, if Shareholder approval is not given, that that portion of the fee will instead be paid in cash.

A Performance Right is a right to acquire one Share in the Company at a future point in time for a nil exercise price.

Regulatory requirements

ASX Listing Rules

Shareholder approval is required under Listing Rule 10.11 for the issue of securities to a related party of the Company, which includes a Director or an entity controlled by a Director. The information required to be provided to Shareholders is set out in the table below.

Because approval is being sought under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

| | Detail under Listing Rule 10.13 | | | | | | | | |
|---|---|-----------------------------------|--|---------------------------------------|---|-----------------------------------|---------|--------|-------------|
| Details of the acquirer: | Mr Charles Rottier, Non-Executive Director, as nominee for CLR Consulting Pty Ltd, a company controlled by Mr Rottier, and hence a related party of the Company. | | | | | | | | |
| Maximum number of securities to be issued: | The Board has agreed to grant 150,000 Performance Rights. | | | | | | | | |
| The price for which the securities will be issued: | <p>No amount is payable for the grant or exercise of a Performance Right.</p> <p>The fair value of each Performance Right, determined by the Board based on the recent Share price, at the date of allocation is set out below.</p> <table border="1" data-bbox="560 1122 1294 1328"> <thead> <tr> <th>Performance Rights Awarded (#)</th> <th>Fair Value at Grant per right (\$)</th> <th>Total value of awards (\$)</th> </tr> </thead> <tbody> <tr> <td>150,000</td> <td>\$0.20</td> <td>\$30,000.00</td> </tr> </tbody> </table> | | | Performance Rights Awarded (#) | Fair Value at Grant per right (\$) | Total value of awards (\$) | 150,000 | \$0.20 | \$30,000.00 |
| Performance Rights Awarded (#) | Fair Value at Grant per right (\$) | Total value of awards (\$) | | | | | | | |
| 150,000 | \$0.20 | \$30,000.00 | | | | | | | |
| The date by which the securities will be issued: | The Performance Rights are intended to be granted to Mr Rottier as nominee for CLR Consulting Pty Ltd promptly after the Meeting and in any event not later than 1 month after the Meeting (or such other date as is permitted by an ASX waiver of the ASX Listing Rules). | | | | | | | | |
| The intended use of funds raised from the issue of the Performance Rights: | No funds will be raised as a result of the grant of the Performance Rights. | | | | | | | | |
| Performance Rights not to be quoted | The Performance Rights will not be quoted on ASX. However, application will be made to ASX for official quotation of Shares issued on the exercise of a Performance Right provided the Shares are listed on ASX at that time. | | | | | | | | |
| Vesting Condition: | The Performance Rights will vest at the discretion of the Board. | | | | | | | | |
| Vesting dates: | Subject to the Board's discretion, Performance Rights will vest at the end of each quarter, commencing on 31 December 2018 and ending on 30 September 2019. The number of Performance Rights that vest at the end of each quarter will be 5,000 (equal to \$1,000 divided by \$0.20) for each | | | | | | | | |

| | |
|---|--|
| | day of service by CLR Consulting Pty Ltd during the quarter. Any Performance Rights not vested by 30 September 2019 will lapse. |
| Vesting procedure: | Upon vesting of a Performance Right, the Company will issue the Share to Mr Rottier as nominee for CLR Consulting Pty Ltd. Alternatively, the Company will procure the transfer of an existing Share to Mr Rottier as nominee for CLR Consulting Pty Ltd. |
| Shares issued on exercise of Performance Rights: | Shares issued pursuant to the exercise of Performance Rights will in all respects rank equally and carry the same rights and entitlements as other Shares on issue. The holder of Performance Rights will not be eligible to vote at meetings of the Company or receive dividends until the Performance Rights are exercised. |
| Lapse of Performance Rights: | The Performance Rights will lapse upon: <ul style="list-style-type: none"> • a transfer of Performance Rights (except to the legal personal representative following Mr Rottier's death or to CLR Consulting Pty Ltd); • winding up of the Company; or • if Mr Rottier or CLR Consulting Pty Ltd acts fraudulently or dishonestly or is in breach of its obligations to the Company. |
| Restrictions on disposal: | Mr Rottier is not able to transfer any Performance Rights except for a transmission to his legal personal representative following his death or a transfer to CLR Consulting Pty Ltd. |
| Participation rights of holders: | The holder of Performance Rights will only be permitted to participate in a new issue of Shares by the Company if they exercise the Performance Rights before the record date for the relevant issue. |
| Adjustment of Performance Rights: | If the Company makes a pro rata bonus issue, and a Performance Right is not exercised before the record date for that bonus issue, then on exercise of the Performance Right, the holder is entitled to receive the number of bonus Shares that would have been issued if the Performance Right had been exercised before the record date. In the event of a reorganisation (including a consolidation, subdivision, reduction or return) of the issued capital of the Company, the number of Performance Rights will be changed in the manner required by the Listing Rules. |
| Takeovers: | In the event of a takeover bid or scheme of arrangement in relation to a change of control of the Company, the Board may, at its discretion, allow the exercise of the Performance Rights, so the holder is able to participate in the relevant transaction. |
| Amending the terms of the Performance Rights: | Subject to the Listing Rules, the Board may amend all or any terms of the Performance Rights. |
| Voting exclusion statement: | A voting exclusion statement is contained in the Notice. |

Corporations Act

Pursuant to Chapter 2E of the Corporations Act, a public company cannot give a financial benefit to a related party unless one of the exceptions to the section apply or shareholders have in a general meeting approved the giving of that financial benefit to the related party.

Section 210 of the Corporations Act provides an exception to the operation of Chapter 2E of the Corporations Act where the financial benefit is given to a Related Party on terms that would be reasonable in the circumstances if the public company and the Related Party were dealing at arm's length.

The Company considers that the terms of the agreement with CLR Consulting Pty Ltd, including the grant of the Performance Rights under that agreement, to be reasonable as if the Company and CLR Consulting Pty Ltd were dealing at arm's length and, as such, falls within the exception provided in section 210 of the Corporations Act.

Directors' recommendation and voting exclusion statement

The Directors (other than Mr Rottier) recommend that Shareholders vote in favour of Resolution 4.

Glossary

In this Explanatory Statement, the following terms have the following meaning:

| | |
|--|--|
| Annual General Meeting or Meeting | Annual general meeting of Shareholders of the Company or any adjournment of it, convened by the Notice. |
| ASIC | Australian Securities & Investments Commission. |
| Associates | Has the same meaning as in the Listing Rules. |
| ASX | ASX Limited, trading as the Australian Securities Exchange. |
| Board or LogiCamms Board | Board of Directors of the Company. |
| Chairman | The chairman of the Board. |
| Closely Related Party | Has the same meaning as in the Corporations Act. |
| Company or LogiCamms | LogiCamms Limited ABN 90 127 897 689. |
| Corporations Act | <i>Corporations Act 2001</i> (Cth). |
| Director | A director of the Company. |
| Group | The Company and its subsidiaries. |
| Key Management Personnel or KMP | Those 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 | The Listing Rules of ASX. |
| Non-Executive Director | A Director who is not an employee of the Company. |
| Notice and Notice of Annual General Meeting | The notice of Annual General Meeting, which accompanies this Explanatory Statement. |
| Performance Rights | A right to acquire a Share (by subscription or transfer). |
| Proxy Form | The proxy form accompanying the Notice. |
| Related Party | Has the same meaning as in the Listing Rules. |
| Resolution | A resolution set out in the Notice. |
| Share | Fully paid ordinary share in the capital of the Company. |
| Shareholder | A registered holder of a Share. |
| Special Resolution | Has the same meaning as in the Corporations Act. |

LOGICAMMS LIMITED
ABN 90 127 897 689
PROXY FORM

Holding Number

I/We (name of shareholder)

of (address)

being a member/members of LogiCamms Limited appoint:

(name).....

of (address)

or failing that person, or if no person is named, then the Chairman of the Annual General Meeting as my/our proxy to act generally for me/us and to vote in accordance with the following directions or, if no directions are given, as the proxy sees fit, at the Annual General Meeting of the Company to be held on Wednesday, 28 November 2018 at 10.00am (Brisbane time) on the Mezzanine Level of 200 Mary Street, Brisbane and at any adjournment of the meeting.

If you appoint the Chairman of the Meeting as your proxy and do not direct the proxy how to vote on resolution 1, 3, or 4 you expressly authorise the Chairman of the Meeting to exercise the proxy in relation to resolution 1, 3, or 4 even though the resolution is connected with the remuneration of members of the key management personnel of the Company and even if the Chairman of the Meeting has an interest in the outcome of the resolution.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business. If you do not want the Chairman to vote your proxy in favour of any item, please mark the relevant box below.

Voting directions

Please read the voting instructions on the next page before marking any boxes with an

I/We direct my/our Proxy to vote in the following manner:

| | For | Against | Abstain |
|---|--------------------------|--------------------------|--------------------------|
| Resolution 1 Adoption of Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 Re-election of Director (Mr Richard Robinson) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 Issue of Shares to Mr Charles Rottier as nominee for CLR Consulting Pty Ltd | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 4 Grant of Performance Rights to Mr Charles Rottier as nominee for CLR Consulting Pty Ltd | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Signature - this must be completed

Individuals and joint holders

| |
|-----------|
| Signature |
| Signature |
| Signature |

Companies

| |
|----------------------------|
| Director |
| Director/Company Secretary |
| Sole Director |

Your details

You must insert your holding number, name, and address for your Proxy Form to be valid. Your holding number would have been provided to you when you first obtained your shares, if you are unable to locate it your broker will be able to provide you with it.

How to vote on items of business

All your shares will be voted in accordance with your directions.

Appointment of proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting on a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of shares you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the Meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of shares for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of shares for each at the beginning of the Proxy Form.

A proxy need not be a shareholder of the Company.

Signing instructions

Individual: Where the holding is in one name, the shareholder must sign.

Joint Holding: Where the holding is in more than one name, all of the shareholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the Company, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate shareholders or proxy is to attend the Meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission.

Comments & Questions

If you have any comments or questions for the Company, please write them on a separate sheet of paper and return with this form.

Lodgement of Proxy Form

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be received:

By email: agm@logicamms.com

By hand: Level 14, 200 Mary Street, Brisbane QLD 4000

By mail: PO Box 3291, Brisbane GPO QLD 4000

By fax: +61 7 3058 7111

no later than 10.00am (Brisbane time) on Monday, 26 November 2018. Any Proxy Form received after that time will not be valid for the Annual General Meeting.