

Notice of Annual General Meeting

The Annual General Meeting of Tag Pacific Limited ABN 73 009 485 625 will be held at the Hilton Sydney, 488 George Street, Sydney, Australia on Tuesday 28 November 2017 at 10:00am.

Items of business

Discussion of financial statements and reports

- 1** To discuss the Company's financial statements and reports for the year ended 30 June 2017.

Remuneration report

- 2** To consider, and if thought fit, to pass the following resolution as an ordinary resolution:
"That the remuneration report for the financial year ended 30 June 2017 be adopted."

Voting Exclusion

In accordance with the Corporations Act, a vote on this resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel details of whose remuneration are included in the remuneration report; or
- (b) a Closely Related Party of such member, however, a person described above may cast a vote on this resolution if:
 - (i) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on the resolution; and
 - (ii) the vote is not cast on behalf of a person described in paragraphs (a) or (b).

Re-election of directors

3.1 Re-election of Robert Constable

To consider and, if thought fit, pass the following resolution as an ordinary resolution:
"That Robert Constable, a director of the Company who retires by rotation in accordance with the provisions of the constitution, being eligible, is re-elected as a director of the Company."

3.2 Re-election of Gary Cohen

To consider and, if thought fit, pass the following resolution as an ordinary resolution:
"That Gary Cohen, a director of the Company who retires by rotation in accordance with the provisions of the constitution, being eligible, is re-elected as a director of the Company."

Approval of 10% Placement Facility

- 4** To consider and, if thought fit, to pass the following resolution as a special resolution:
"That, pursuant to and in accordance with Listing Rule 7.1A of the ASX Listing Rules and for all other purposes, the shareholders of the Company approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement which accompanies the notice of meeting convening the meeting at which this resolution is proposed."

Voting Exclusion

The Company will disregard any votes cast on this resolution by a person (and any associates of such a person) who may participate in the 10% Placement Facility and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this resolution is passed.

However, the Company will not disregard a vote if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with directions on the proxy form; or
- (b) 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.

Additional information

This notice of meeting is accompanied by an Explanatory Statement which provides an explanation of the business of the meeting, including the proposed resolutions.

Voting entitlement

The board of directors of Tag Pacific Limited has determined in accordance with regulation 7.11.37 of the Corporations Regulations that for the purpose of voting at the Annual General Meeting, shares will be taken to be held by those who hold them at 10:00am (Sydney time) on Sunday 26 November 2017. This means that if you are not the registered holder of a relevant share at the time, you will not be entitled to vote in respect of that share.

Voting by proxy

Each shareholder who is entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote on behalf of that shareholder. The proxy need not be a shareholder. Please note that a proxyholder cannot vote on a show of hands but can speak at the meeting and can vote on a poll.

A shareholder who is entitled to cast two or more votes may appoint one or two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If a shareholder appoints two proxies and the appointment does not specify the proportion, or number, of shareholder's votes, each proxy may exercise half the votes (disregarding fractions). Neither proxy may vote on a show of hands.

In the event that a shareholder appoints a proxy and specifies the way the proxy is to vote on a particular resolution:

- (a) where the proxy is not the Chairman:
- (i) the proxy need not vote on a poll but if the proxy does so then the proxy must vote the way that the shareholder specifies; and
 - (ii) if a poll is demanded and the proxy does not attend or vote, then the Chairman is taken to have been appointed as the proxy; and
- (b) where the Chairman is the proxy (including where the Chairman is taken to have been appointed the proxy as set out above) the proxy must vote on a poll and must vote the way that the shareholder specifies.

A proxy appointment form is enclosed with this Notice. For the appointment of a proxy to be effective for the meeting, the following documents must be received by no later than 48 hours before the start of the meeting at 10:00am (Sydney time) on Tuesday 28 November 2017:

- (a) the proxy's appointment; and
- (b) if the appointment is signed by the appointer's attorney – the authority under which the appointment was signed or a certified copy of the authority.

Impact of your proxy appointment on your voting instructions

If you appoint the Chairman of the Meeting as your proxy and have not directed him how to vote, you are authorising the Chairman of the Meeting to cast your undirected vote on all proposed resolutions in accordance with his intentions set out below.

If you appoint any other Director or other member of the Key Management Personnel or their Closely Related Parties as your proxy, they will not be able to vote your proxy on the resolution in item 2 (Remuneration report), unless you have directed them how to vote.

If you intend to appoint a member of the Key Management Personnel or the Chairman of the Meeting as your proxy, you are encouraged to direct them how to vote on the resolution in item 2 by marking 'For', 'Against' or 'Abstain' for that item of business.

The Chairman's voting intentions

The Chairman of the Meeting intends to vote undirected proxies on, and in favour of, all the proposed resolutions. If there is a change to how the Chairman of the Meeting intends to vote undirected proxies, the Company will make an announcement to the ASX.

The Chairman's decision on the validity of a direct vote, vote cast by a proxy or vote cast in person, is conclusive.

Proxies may be lodged:

By Mail Tag Pacific Limited
GPO Box 4032, Sydney NSW 2001
Australia

By Fax + 61 2 8275 6060

By Email info@tagpac.com

In Person Tag Pacific Limited
Level 30, Piccadilly Tower
133 Castlereagh Street, Sydney
Australia

Please allow sufficient time for your form to be received by 10:00am (Sydney time) on Sunday 26 November 2017.

Corporate representatives

A body corporate may appoint an individual as a representative to exercise all or any of the powers the body corporate may exercise at meetings of shareholders. The appointment may be a standing one. Unless otherwise specified in the appointment, the representative may exercise, on the body corporate's behalf, all of the powers that the body corporate could exercise at a meeting or in voting on a resolution. A copy of the properly signed appointment document must be produced prior to admission to the Meeting.

By order of the board of directors
of Tag Pacific Limited



Darrell Godin
Company Secretary
19 October 2017

Explanatory statement

The following notes explain the items of business to be discussed at the Tag Pacific Limited Annual General Meeting. The notes are set out in the order of the items in the Notice of Meeting and should be read with the notice.

1 Discussion of financial statements and reports

The Company's financial report and other items referred to in item 1 will be laid before the meeting in accordance with the Corporations Act. There is no requirement for shareholders to approve those reports.

The Chairman will allow a reasonable opportunity for members as a whole at the meeting to ask questions about or make comments on the reports.

2 Remuneration report

The Annual Report for the financial year to 30 June 2017 contains a remuneration report which sets out the remuneration policies applicable to the Company and reports the remuneration arrangements that were in place for the Company's non-executive directors and senior executives for the 2017 financial year.

A reasonable opportunity will be provided for discussion of the remuneration report at the meeting before members are asked to vote on resolution 2, to adopt the remuneration report.

The vote on this resolution is advisory only and does not bind the Company or its directors. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

If 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill resolution') that another meeting be held within 90 days at which all of the Company's directors (other than a managing director) must stand for re-election.

Noting that each Director has a personal interest in his own remuneration from the Company, the Board unanimously recommends that you vote in favour of resolution 2.

The Chairman intends to vote any proxies held by him in favour of resolution 2 (unless the appointer directs him otherwise).

3 Re-election of directors

3.1 Re-election of Robert Constable as a director

Robert Constable has been a director since 1986. His former positions include secretary of the Beecham Group, director of Sime Darby Holdings Limited and deputy chief executive of Bousteadco Singapore Limited. In accordance with the Company's constitution he retires by rotation and, being eligible, offers himself for re-election.

The continuing Directors unanimously support the re-election of Robert Constable as a Director of the Company.

The Chairman intends to vote any undirected proxies held by him in favour of the resolution in item 3.1.

3.2 Re-election of Gary Cohen as a director

Gary Cohen has been a director since 1999 and is the CEO of Invigor Group Limited. In accordance with the Company's constitution he retires by rotation and, being eligible, offers himself for re-election.

The continuing Directors unanimously support the re-election of Gary Cohen as a Director of the Company.

The Chairman intends to vote any undirected proxies held by him in favour of the resolution in item 3.2.

4 Approval of 10% Placement Facility

4.1 General

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

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

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to section 4.2(c) below).

4.2 Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

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

The Company, as at the date of the Notice, has on issue one class of Equity Securities that are quoted on the ASX, namely Shares.

(c) Formula for calculating 10% Placement Facility

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

$$(A \times D) - E$$

A is the number of fully paid ordinary securities on issue 12 months before the issue date or date of agreement to issue:

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

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

D is 10%

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

(d) Listing Rule 7.1 and Listing Rule 7.1A

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

At the date of this Notice, the Company has on issue 124,328,175 Shares and therefore has a capacity to issue, subject to Shareholder approval being sought under the resolution in item 4, 12,432,817 Equity Securities under Listing Rule 7.1A. At the date of this Notice, the Company has capacity to issue 18,649,226 Equity Securities under Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to section 4.2(c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the volume weighted average price of Equity Securities in the same class calculated over the 15 Trading Days immediately before:

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

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
 - (ii) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),
- or such longer period if allowed by ASX ('**10% Placement Period**').

4.3 Listing Rule 7.1A

The effect of the resolution in item 4 will be to allow the Directors to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% placement capacity under Listing Rule 7.1.

The resolution in item 4 is a special resolution and therefore requires approval of 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative).

4.4 Specific information required by Listing Rule 7.3A

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

- (a) The Equity Securities in any existing quoted class of the Company's Equity Securities will be issued at an issue price of not less than 75% of the volume weighted average price for the Company's Equity Securities in that class over the 15 Trading Days immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If the resolution in item 4 is approved by shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Unlisted Options, only if the Unlisted Options are exercised). There is a risk that:
 - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date,

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

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares (which is assumed to be 4.3 cents, being the closing Share price on 28 September 2017) and the current number of ordinary securities for variable 'A' calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

(a) two examples where variable 'A' has increased, by 50% and 100%. Variable 'A' is based on the number of ordinary

securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

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

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		2.15 cents 50% decrease in Issue Price	4.30 cents Issue Price	8.60 cents 100% increase in Issue Price
Current Variable A 124,328,175 Shares	10% Voting Dilution	12,432,817 Shares	12,432,817 Shares	12,432,817 Shares
	Funds raised	\$267,306	\$534,611	\$1,069,222
50% increase in current Variable A 186,492,262 Shares	10% Voting Dilution	18,649,226 Shares	18,649,226 Shares	18,649,226 Shares
	Funds raised	\$400,958	\$801,917	\$1,603,833
100% increase in current Variable A 248,656,350 Shares	10% Voting Dilution	24,865,635 Shares	24,865,635 Shares	24,865,635 Shares
	Funds raised	\$534,611	\$1,069,222	\$2,138,445

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
 - (ii) No Unlisted Options are exercised into Shares before the date of the issue of the Equity Securities.
 - (iii) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
 - (iv) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
 - (v) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
 - (vi) The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
 - (vii) The issue price is 4.3 cents, being the closing price of the Shares on ASX on 28 September 2017.
- (c) The Company will only issue and allot the Equity Securities during the 10% Placement Period. The approval under the resolution in item 4 for the issue of the Equity Securities will cease to be valid on the date that is 12 months after the date of the annual general meeting at which the approval is obtained or in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the Equity Securities for the following purposes:
- (i) to raise additional cash likely to be needed from time to time in order to obtain and fulfil new contracts of supply to the Company's customers. The fulfilment of each contract requires expenditure by the Company on associated costs including manufacturing costs, in addition to normal operating expenses;

- (ii) to raise cash for other purposes such as the acquisition of new assets or investments (including expenses associated with such an acquisition), the continued development and enhancement of the Company's investment program and/or general working capital; or
- (iii) as non-cash consideration for the acquisition of new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

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

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- (iv) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- (v) the effect of the issue of the Equity Securities on the control of the Company;
- (vi) the financial situation and solvency of the Company; and
- (vii) advice from corporate, financial and broking advisers (if applicable).

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

The allottees under the 10% Placement Facility may be limited to sophisticated and professional investors, to avoid the additional costs associated with regulatory compliance for an issue to retail investors.

Further, if the Company is successful in acquiring new assets or investments, it is likely that the allottees under the 10% Placement Facility will be the vendors of the new assets or investments.

There is no current proposal to allot Equity Securities under the 10% Placement Facility.

- (e) The Company previously obtained Shareholder approval under Listing Rule 7.1A on 28 October 2016. In the last 12 months, the Company has not issued any Shares and has issued the following Unlisted Options:

Unlisted Options issued in prior 12 month period	1,985,000
Percentage of total number of equity securities on issue at commencement of 12 month period	1.5%
Date of issue:	2 December 2016
Number issued:	1,985,000
Class/Type of equity security:	Unlisted Executive Share Options
Summary of terms:	595,500 options with an exercise price of \$0.07, a vesting date of 1 March 2019 and an expiry date of 31 May 2019. 595,500 options with an exercise price of \$0.07, a vesting date of 1 March 2020 and an expiry date of 31 May 2020. 794,000 options with an exercise price of \$0.07, a vesting date of 1 March 2021 and an expiry date of 31 May 2021.
Names of persons who received securities or basis on which those persons was determined:	The allocation of Executive Share Options was determined by the Company's Remuneration Committee in accordance with the rules of the Tag Pacific Limited Executive Share Option Plan. The Executive Share Options were issued to executives eligible to be offered Executive Share Options in accordance with the rules of the Tag Pacific Limited Executive Share Option Plan.
Price:	Nil
Discount to market price (if any):	Not applicable

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

4.5 Board Recommendation

The Directors consider that the approval of the issue of the 10% Placement Facility described above is beneficial for the Company as it provides the Company with the flexibility to issue up to the maximum number of securities permitted under Listing Rule 7.1A in the next 12 months (without further shareholder approval), should it be required. At the date of the Notice, the Company has no plans to use the 10% Placement Facility should it be approved. Accordingly, the Directors unanimously recommend that shareholders vote in favour of the resolution in item 4.

Glossary

In this Explanatory Statement:

10% Placement Facility has the meaning given in section 4.1 of the Explanatory Statement dealing with the resolution in item 4.

10% Placement Period has the meaning given in section 4.2(f) of the Explanatory Statement dealing with the resolution in item 4.

ASX means ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as the context requires.

Board means the board of directors of the Company.

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

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or the member's spouse;
- (d) 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 Company;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 to be a Closely Related Party.

Company or **Tag** means Tag Pacific Limited ACN 009 485 625.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Statement means the Explanatory Statement accompanying the Notice.

Key Management Personnel has the meaning given to that term in the Corporations Act and generally includes those persons having authority or responsibility for planning, directing or controlling the actions of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Listing Rules or **ASX Listing Rules** means the official listing rules of ASX.

Meeting or **Annual General Meeting** means the annual general meeting convened by the Notice.

Notice means the notice of meeting accompanying this Explanatory Statement.

Option means an option to acquire a Share.

Related Body Corporate has the meaning given in section 9 of the Corporations Act.

Resolution means a resolution set out in the Notice.

Share or **Shares** means an ordinary fully paid share or shares in the capital of the Company.

Shareholder means a holder of Shares.

Trading Day means a day determined by ASX to be a trading day in accordance with the Listing Rules.

Unlisted Options means the 2,145,000 Options on issue as at the date of this Notice which are not quoted on the ASX.



TAG

Proxy Form

Tag Pacific Limited ACN 009 485 625
GPO Box 4032, Sydney NSW 2001, Australia
Facsimile: +61 2 8275 6060 Email: info@tagpac.com

Appointment of proxy

I/We _____

of _____

being a member/s of Tag Pacific Limited and entitled to attend and vote hereby appoint

the Chairman
of the meeting
(mark with an 'X')

OR

If you are not appointing the Chairman of the meeting as your proxy please write here the full name of the individual or body corporate you are appointing as your proxy

or failing the individual or body corporate named, or if no individual or body corporate 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 (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Tag Pacific Limited to be held at the Hilton Sydney, 488 George Street, Sydney, Australia on Tuesday 28 November 2017 at 10:00am and at any adjournment of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 2 (except where I/we have indicated a different voting intention below) even though Item 2 is connected directly or indirectly with the remuneration of a member or members of the key management personnel for the Company and its subsidiaries.

Important note: If the Chairman of the meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 2 by marking the appropriate box below.

Voting directions to your proxy – please mark 'X' to indicate your directions

Agenda	For	Against	Abstain
2 Adoption of remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.1 Re-election of Robert Constable	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.2 Re-election of Gary Cohen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the meeting intends to vote undirected proxies in favour of each of the items of business.

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.

Please sign here

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

Individual or Shareholder 1

Sole Director and
Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact name

Contact daytime telephone

Date

How to complete this Proxy Form

Appointment of proxy

If you wish to appoint the Chairman of the meeting as your proxy, mark the first box with an 'X'. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the meeting please write the full name of that individual or body corporate in the second box. If you leave the 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.

Votes on items of business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities 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 securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as 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 or you may copy this form.

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 securities 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. Both forms must be returned together in the same envelope.

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, all of the shareholders should sign.

Power of attorney:

To sign under power of attorney, you must have already lodged this document with the Company. 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.

If a representative of the corporate shareholder or proxy is to attend the meeting the appropriate 'Certificate of Appointment of Corporate Representative' should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry at www.investorcentre.com under the tab 'Need a printable form?'

Lodgement

This proxy form (and any power of attorney under which it is signed) must be received at an address given below by 10:00am (Sydney time) on Sunday 26 November 2017. Any proxy form received after that time will not be valid for the scheduled meeting.

Documents may be lodged:

In Person Tag Pacific Limited, Level 30 Piccadilly Tower, 133 Castlereagh Street, Sydney, Australia

By Mail Tag Pacific Limited, GPO Box 4032, Sydney NSW 2001, Australia

By Fax +61 2 8275 6060

By Email info@tagpac.com